



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities**
**For the month ended (dd/mm/yyyy) :** 31/8/2014

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer MTR Corporation Limited

 Date Submitted 3 September 2014
**I. Movements in Authorised Share Capital**
**1. Ordinary Shares**

 (1) Stock code : 66 Description : N/A

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | _____                     | _____                                      | _____  |
| Increase/(decrease)                 | _____                     | _____                                      | _____  |
| Balance at close of the month       | _____                     | _____                                      | _____  |

 (2) Stock code : N/A Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | _____                     | _____                                      | _____  |
| Increase/(decrease)                 | _____                     | _____                                      | _____  |
| Balance at close of the month       | _____                     | _____                                      | _____  |

2. Preference Shares

|   |                             |  |  |
|---|-----------------------------|--|--|
| Stock code : <u>      N/A      </u> Description : _____ |                             |  |  |
|   | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                     | _____                       | _____                                      | _____  |
| Increase/(decrease)                                     | _____                       | _____                                      | _____  |
| Balance at close of the month                           | _____                       | _____                                      | _____  |

3. Other Classes of Shares

|   |                                   |  |  |
|---|-----------------------------------|--|--|
| Stock code : <u>      N/A      </u> Description : _____ |                                   |  |  |
|   | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                     | _____                             | _____                                      | _____  |
| Increase/(decrease)                                     | _____                             | _____                                      | _____  |
| Balance at close of the month                           | _____                             | _____                                      | _____  |

Total authorised share capital at the end of the month (*State  
currency*) :

\_\_\_\_\_ N/A \_\_\_\_\_

## II. Movements in Issued Share Capital

|  | No. of ordinary shares |     | No. of preference shares | No. of other classes of shares |
|--|------------------------|-----|--------------------------|--------------------------------|
|  | (1)                    | (2) |                          |                                |
| Balance at close of preceding month              | 5,815,085,321          | N/A | N/A                      | N/A                            |
| Increase/ <del>(decrease)</del> during the month | 2,417,500              | N/A | N/A                      | N/A                            |
| Balance at close of the month                    | 5,817,502,821          | N/A | N/A                      | N/A                            |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable   | Movement during the month |           |           |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
|  | Granted                   | Exercised | Cancelled | Lapsed |  |   |
| <u>1. New Joiners</u><br><u>Share Option</u><br><u>Scheme</u><br><u>adopted on</u><br><u>16/5/2002</u><br><u>(Exercise</u><br><u>price:</u><br><u>HK\$19.732)</u><br><u>Ordinary shares</u><br><i>(Note 1)</i> | -                         | -         | -         | -      | -  | 62,500  |
| <u>2. New Joiners</u><br><u>Share Option</u><br><u>Scheme</u><br><u>adopted on</u><br><u>16/5/2002</u><br><u>(Exercise</u><br><u>Price:</u><br><u>HK\$20.66)</u><br><u>Ordinary shares</u><br><i>(Note 1)</i>  | -                         | 22,000    | -         | -      | 22,000   | -   |

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable                     | Movement during the month |           |           |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
|  | Granted                   | Exercised | Cancelled | Lapsed |  |   |
| 3. 2007 Share<br>Option Scheme<br>adopted on<br>7/6/2007<br>(Exercise<br>Price:<br>HK\$27.6)<br>Ordinary shares<br>(Note 1)  | -                         | 483,000   | -         | -      | 483,000  | 2,832,000   |
| 4. 2007 Share<br>Option Scheme<br>adopted on<br>7/6/2007<br>(Exercise<br>Price:<br>HK\$26.52)<br>Ordinary shares<br>(Note 1) | -                         | 83,000    | -         | -      | 83,000   | 1,481,000   |
| 5. 2007 Share<br>Option Scheme<br>adopted on<br>7/6/2007<br>(Exercise<br>Price:<br>HK\$18.3)<br>Ordinary shares<br>(Note 1)  | -                         | 282,000   | -         | -      | 282,000  | 3,556,900   |
| 6. 2007 Share<br>Option Scheme<br>adopted on<br>7/6/2007<br>(Exercise<br>Price:<br>HK\$24.5)<br>Ordinary shares<br>(Note 1)  | -                         | -         | -         | -      | -  | 175,000   |
| 7. 2007 Share<br>Option Scheme<br>adopted on<br>7/6/2007<br>(Exercise<br>Price:<br>HK\$26.85)<br>Ordinary shares<br>(Note 1) | -                         | 546,000   | -         | -      | 546,000  | 9,217,500   |

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable   | Movement during the month |           |           |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
|  | Granted                   | Exercised | Cancelled | Lapsed |  |   |
| <u>8. 2007 Share</u><br><u>Option Scheme</u><br><u>adopted on</u><br><u>7/6/2007</u><br><u>(Exercise</u><br><u>Price:</u><br><u>HK\$27.73)</u><br><u>Ordinary shares</u><br><u>(Note 1)</u>  | -                         | -         | -         | -      | -  | 130,000   |
| <u>9. 2007 Share</u><br><u>Option Scheme</u><br><u>adopted on</u><br><u>7/6/2007</u><br><u>(Exercise</u><br><u>Price:</u><br><u>HK\$28.84)</u><br><u>Ordinary shares</u><br><u>(Note 1)</u>  | -                         | 560,000   | -         | -      | 560,000  | 11,709,000  |
| <u>10. 2007 Share</u><br><u>Option Scheme</u><br><u>adopted on</u><br><u>7/6/2007</u><br><u>(Exercise</u><br><u>Price:</u><br><u>HK\$26.96)</u><br><u>Ordinary shares</u><br><u>(Note 1)</u> | -                         | -         | -         | -      | -  | 148,000   |
| <u>11. 2007 Share</u><br><u>Option Scheme</u><br><u>adopted on</u><br><u>7/6/2007</u><br><u>(Exercise</u><br><u>Price:</u><br><u>HK\$27.48)</u><br><u>Ordinary shares</u><br><u>(Note 1)</u> | -                         | 441,500   | -         | 46,500 | 441,500  | 9,197,000   |

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |           |                            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|----------------------------|--|---|
|  | Granted                   | Exercised | Cancelled | Lapsed                     |  |   |
| 12. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$31.4)                              |                           |           |           |                            |  |   |
| Ordinary shares (Note 1)   | -                         | -         | -         | 71,000                     | -  | 7,022,500   |
| 13. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$29.87)                             |                           |           |           |                            |  |   |
| Ordinary shares (Note 1)   | -                         | -         | -         | -                          | -  | -   |
| 14. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$28.65)                             |                           |           |           |                            |  |   |
| Ordinary shares (Note 1)   | -                         | -         | -         | 19,000                     | -  | -   |
|  |                           |           |           | Total A. (Ordinary shares) | 2,417,500  |   |
|  |                           |           |           | (Preference shares)        | N/A  |   |
|  |                           |           |           | (Other class)              | N/A  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |           |                            |  | HK\$64,090,000  |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 2. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 3. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 4. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
|  |                                 |   |                                  | Total B. (Ordinary shares)                |  |  |
|  |                                 |   |                                  | (Preference shares)                       |  |  |
|  |                                 |   |                                  | (Other class)                             |  |  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 2. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 3. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 4. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares)   |  |   |
|  |                                |                                    |                            | (Preference shares)          |  |   |
|  |                                |                                    |                            | (Other class)                |  |   |



Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. N/A<br>_____<br>_____<br>_____<br>( / / )<br>shares (Note 1)   |  |   |
| 2. N/A<br>_____<br>_____<br>_____<br>( / / )<br>shares (Note 1)   |  |   |
| 3. N/A<br>_____<br>_____<br>_____<br>( / / )<br>shares (Note 1)   |  |   |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(Other class)                                      | _____<br>_____<br>_____  | _____<br>_____<br>_____   |

## Other Movements in Issued Share Capital

| Type of Issue |              |            |                |            |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|------------|----------------|------------|---|--|---|
| 1.            | Rights issue | At price : | State currency | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |
|               |              |            |                |            |   | _____  | _____   |
| 2.            | Open offer   | At price : | State currency | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |
|               |              |            |                |            |   | _____  | _____   |
| 3.            | Placing      | At price : | State currency | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |
|               |              |            |                |            |   | _____  | _____   |
| 4.            | Bonus issue  |            |                | <u>N/A</u> | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )  | ( / / )   |
|               |              |            |                |            |   | _____  | _____   |

| Type of Issue |                      |            |                |            |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|------------|----------------|------------|--|--|---|
| 5.            | Scrip dividend       | At price : | State currency | <u>N/A</u> | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |
| 6.            | Repurchase of shares |            |                | N/A        | Class of shares repurchased (Note 1)<br>Cancellation date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)              | ( / / )<br>( / / )   | _____<br>_____  |
| 7.            | Redemption of shares |            |                | N/A        | Class of shares redeemed (Note 1)<br>Redemption date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)                   | ( / / )<br>( / / )   | _____<br>_____  |
| 8.            | Consideration issue  | At price : | State currency | <u>N/A</u> | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |

| Type of Issue              |   |   |                    | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|---|---|--------------------|--|---|
| 9. Capital reorganisation  | N/A                                       | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / ) | _____  | _____   |
| 10. Other (Please specify) | At price : State currency _____ N/A _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / ) | _____  | _____   |
|                            |   |   |                    | Total E. (Ordinary shares) _____                                     | _____   |
|                            |   |   |                    | (Preference shares) _____  | _____   |
|                            |   |   |                    | (Other class) _____  | _____   |

|   |     |                  |
|---|-----|------------------|
| Total increase / <del>(decrease)</del> in ordinary shares during the month (i.e. Total of A to E):                      | (1) | <u>2,417,500</u> |
|   | (2) | <u>N/A</u>       |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | <u>N/A</u>       |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | <u>N/A</u>       |
| <i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i> |     |                  |

Remarks (if any):

-

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

Submitted by: Gillian Elizabeth Meller

Title: Company Secretary

(Director, Secretary or other duly authorised officer)



*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*