



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer MTR Corporation Limited

Date Submitted 6 January 2014

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | |
|---|---------------------------|--|--|
| (1) Stock code : <u>66</u> Description : <u>Ordinary Shares</u> | | | |
| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u>6,500,000,000</u> | <u>HK\$1</u> | <u>HK\$6,500,000,000</u> |
| Increase/(decrease) | <u>-</u> | | <u>-</u> |
| Balance at close of the month | <u>6,500,000,000</u> | <u>HK\$1</u> | <u>HK\$6,500,000,000</u> |
| (2) Stock code : <u>N/A</u> Description : _____ | | | |
| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<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 shares | Par value <i>(State currency)</i> | Authorised share capital <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 classes of shares | Par value <i>(State currency)</i> | Authorised share capital <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)* :

HK\$6,500,000,000

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 | <u>5,798,300,650</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/(decrease) during the month | <u>241,000</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | <u>5,798,541,650</u> | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |

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> | | | | | | |
| <u>Share Option</u> | | | | | | |
| <u>Scheme</u> | | | | | | |
| <u>adopted on</u> | | | | | | |
| <u>16/5/2002</u> | | | | | | |
| <u>(Exercise</u> | | | | | | |
| <u>price:</u> | | | | | | |
| <u>HK\$19.732)</u> | | | | | | |
| <u>Ordinary shares</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>62,500</u> |
| <u>(Note 1)</u> | | | | | | |
| <u>2. New Joiners</u> | | | | | | |
| <u>Share Option</u> | | | | | | |
| <u>Scheme</u> | | | | | | |
| <u>adopted on</u> | | | | | | |
| <u>16/5/2002</u> | | | | | | |
| <u>(Exercise</u> | | | | | | |
| <u>Price:</u> | | | | | | |
| <u>HK\$20.66)</u> | | | | | | |
| <u>Ordinary shares</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>22,000</u> |
| <u>(Note 1)</u> | | | | | | |

| 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 Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$27.6) | | | | | | |
| Ordinary shares (Note 1) | - | 45,000 | - | - | 45,000 | 4,308,000 |
| 4. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$26.52) | | | | | | |
| Ordinary shares (Note 1) | - | - | - | - | - | 1,701,000 |
| 5. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$18.3) | | | | | | |
| Ordinary shares (Note 1) | - | 29,000 | - | - | 29,000 | 4,866,100 |
| 6. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$24.5) | | | | | | |
| Ordinary shares (Note 1) | - | - | - | - | - | 175,000 |
| 7. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$26.85) | | | | | | |
| Ordinary shares (Note 1) | - | 90,000 | - | 60,000 | 90,000 | 10,871,000 |

| 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 | | |
| <u>8. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$27.73)</u> Ordinary shares (Note 1) | - | - | - | - | - | 175,000 |
| <u>9. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$28.84)</u> Ordinary shares (Note 1) | - | 71,000 | - | 65,500 | 71,000 | 13,135,000 |
| <u>10. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$26.96)</u> Ordinary shares (Note 1) | - | - | - | - | - | 93,000 |
| <u>11. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$27.48)</u> Ordinary shares (Note 1) | - | 6,000 | - | 13,000 | 6,000 | 5,184,000 |

| 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 | | |
| <u>12. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$31.4) Ordinary shares</u> <i>(Note 1)</i> | - | - | - | 20,000 | - | 10,500 |
| <u>13. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$29.87) Ordinary shares</u> <i>(Note 1)</i> | - | - | - | - | - | - |
| | | | Total A. (Ordinary shares) | | 241,000 | |
| | | | | (Preference shares) | N/A | |
| | | | | (Other class) | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | HK\$6,401,720 | | |

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

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value 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 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 _____ _____ _____ (/ /) _____ shares (Note 1) | | |
| 2. _____ N/A _____ _____ _____ (/ /) _____ shares (Note 1) | | |
| 3. _____ N/A _____ _____ _____ (/ /) _____ shares (Note 1) | | |
| Total D. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____ | | |

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 _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | _____ | _____ |
| 2. | Open offer | At price : | State currency | <u>N/A</u> | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | _____ | _____ |
| 3. | Placing | At price : | State currency | <u>N/A</u> | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) (/ /) | _____ | _____ |
| 4. | Bonus issue | | | <u>N/A</u> | Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) 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 _____ (Note 1) (/ /) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 6. | Repurchase of shares | | <u>N/A</u> | Class of shares repurchased _____ (Note 1) (/ /) Cancellation date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 7. | Redemption of shares | | <u>N/A</u> | Class of shares redeemed _____ (Note 1) (/ /) Redemption date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 8. | Consideration issue | At price : State currency | <u>N/A</u> | Class of shares issuable _____ (Note 1) (/ /) Issue and allotment date : (dd/mm/yyyy) 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 |
|----------------------------|------------|----------------------|---|--|---|
| 9. Capital reorganisation | N/A | | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 10. Other (Please specify) | At price : | State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| | | | | Total E. (Ordinary shares) _____ | |
| | | | | (Preference shares) _____ | |
| | | | | (Other class) _____ | |

| | | |
|---|-----|---------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 241,000 |
| | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> | | |

Remarks (if any):

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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.*