



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer MTR Corporation Limited

Date Submitted 5 January 2012

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 66 Description : Ordinary Shares

	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 : N/A 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	5,784,657,750	N/A	N/A	N/A
Increase/-(decrease) during the month	213,500	N/A	N/A	N/A
Balance at close of the month	5,784,871,250	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> <u>Share Option</u> <u>Scheme</u> <u>adopted on</u> <u>16/5/2002</u> <u>(Exercise</u> <u>price:</u> <u>HK\$15.97)</u> <u>Ordinary shares</u> <i>(Note 1)</i>	-	-	-	-	-	213,000
<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\$19.732)</u> <u>Ordinary shares</u> <i>(Note 1)</i>	-	-	-	-	-	94,000

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>3. New Joiners</u>						
<u>Share Option Scheme</u>						
<u>adopted on</u>						
<u>16/5/2002</u>						
<u>(Exercise Price:</u>						
<u>HK\$20.66)</u>						
Ordinary shares	-	-	-	-	-	22,000
(Note 1)						
<u>4. 2007 Share</u>						
<u>Option Scheme</u>						
<u>adopted on</u>						
<u>7/6/2007</u>						
<u>(Exercise Price:</u>						
<u>HK\$27.6)</u>						
Ordinary shares	-	-	-	447,000	-	6,484,000
(Note 1)						
<u>5. 2007 Share</u>						
<u>Option Scheme</u>						
<u>adopted on</u>						
<u>7/6/2007</u>						
<u>(Exercise Price:</u>						
<u>HK\$26.52)</u>						
Ordinary shares	-	-	-	-	-	2,338,000
(Note 1)						
<u>6. 2007 Share</u>						
<u>Option Scheme</u>						
<u>adopted on</u>						
<u>7/6/2007</u>						
<u>(Exercise Price:</u>						
<u>HK\$18.3)</u>						
Ordinary shares	-	213,500	-	122,500	213,500	10,347,000
(Note 1)						

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>7. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$24.5)</u> Ordinary shares (Note 1)	-	-	-	-	-	162,000
<u>8. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$26.85)</u> Ordinary shares (Note 1)	-	-	-	236,500	-	9,776,000
<u>9. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$27.73)</u> Ordinary shares (Note 1)	-	-	-	-	-	111,000
<u>10. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$28.84)</u> Ordinary shares (Note 1)	-	-	-	62,000	-	51,385,000

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>11. 2007 Share Option Scheme adopted on 7/6/2007 (Exercise Price: HK\$26.96) Ordinary shares</u> <i>(Note 1)</i>	-	-	-	-	-	-
			Total A. (Ordinary shares)		<u>213,500</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>HK\$3,907,050</u>		

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 ( <i>Note 1</i> )		
2. N/A _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
3. N/A _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
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 _____ <i>(Note 1)</i> ( / / ) 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 _____ <i>(Note 1)</i> Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
7.	Redemption of shares		<u>N/A</u>	Class of shares redeemed _____ <i>(Note 1)</i> 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 _____ <i>(Note 1)</i> ( / / ) 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 _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	_____	_____
10. Other (Please specify)	At price : State currency _____ N/A _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	_____	_____
				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>213,500</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):

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Submitted by: L. M. L. Fong

Title: Legal Manager - Company Secretarial

(Director, Secretary or other duly authorised officer)

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*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.*