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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in the Company, you should at once hand this circular and the accompanying form of proxy and the Annual Report of the Company to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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MTR CORPORATION LIMITED
香港鐵路有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 66)

**PROPOSED RE-ELECTION/ELECTION OF RETIRING DIRECTORS,
PROPOSED ELECTION OF NEW DIRECTORS,
PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
PROPOSED RENEWAL OF SCRIP DIVIDEND SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

The Notice convening the 2019 AGM to be held at Rotunda 3 (6/F), Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Wednesday, 22 May 2019 at 11:30 a.m. is set out in this circular.

Whether or not you are able to attend the 2019 AGM, you are advised to read the Notice and to complete and deliver the enclosed proxy form, in accordance with the instructions printed thereon, to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event by 11:30 a.m. on 20 May 2019 (Hong Kong time) (being at least 48 hours before the time for holding the 2019 AGM). Completion and delivery of the proxy form will not preclude you from attending, and voting in person at the 2019 AGM or at any adjourned meeting thereof if you so wish.

The Company is committed to making available meeting facilities to enable all eligible attendees to be able to participate in the AGM. As such, simultaneous sign language interpretation will be provided for the first time at the 2019 AGM. If any eligible attendees need any other special arrangements to assist them in participating in the 2019 AGM, please contact the Company's Share Registrar's hotline on (852) 2862 8628 on or before 23 April 2019.

Please note that tea and coffee will be served after the completion of the 2019 AGM.

As a token of appreciation, each eligible attendee (irrespective of whether he/she attends in person as a Shareholder and/or proxy/proxy for multiple Shareholders) will be given **one** refreshment pack. You are reminded not to take items such as large bags, cameras, audio recording equipment or video recorders to the AGM. In order to provide you with a comfortable and a safe environment, you may have your bags searched and will be requested to leave all such items at the entrance of the 2019 AGM venue before entering.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

'2018 Annual Report'	the Company's annual report for the financial year ended 31 December 2018
'2019 AGM'	the annual general meeting of the Company to be held on Wednesday, 22 May 2019
'AGM'	the annual general meeting(s) of the Company
'Articles'	the Articles of Association of the Company
'Board'	the board of directors of the Company
'Buy-back Mandate'	the proposed general and unconditional mandate to exercise all the powers of the Company to buy back Shares as more particularly described in Resolution 9 in the Notice
'CG Code'	the "Corporate Governance Code" as contained in Appendix 14 to the Listing Rules
'Companies Ordinance'	the Companies Ordinance (Cap.622 of the Laws of Hong Kong)
'Company'	MTR Corporation Limited
'Director'	a member of the Board
'Directors For Re-election/Election'	the retiring Directors who will offer themselves for re-election/election at the 2019 AGM
'Executive Directorate'	the Executive Directorate of the Company
'FSI'	The Financial Secretary Incorporated
'Group'	the Company and its Subsidiaries
'HKSAR'	the Hong Kong Special Administrative Region of the People's Republic of China
'HKSAR Government'	the Government of the HKSAR
'INED'	independent non-executive director
'Issue Mandate'	the proposed general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional Shares as more particularly described in Resolution 8 in the Notice
'Latest Practicable Date'	2 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
'Listing Rules'	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
'Model Code'	the "Model Code for Securities Transactions by Directors of Listed Issuers" as contained in Appendix 10 to the Listing Rules
'NED'	non-executive director
'Notice'	the notice of the 2019 AGM as set out in this circular on pages 11 to 14
'Resolution(s)'	the resolution(s) as set out in the Notice
'Scrip Dividend Scheme'	the scrip dividend scheme as more particularly described in Resolution 10 in the Notice
'SFO'	the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong)
'Shareholder(s)'	shareholder(s) of the Company
'Shares'	ordinary shares in the capital of the Company
'Stock Exchange'	The Stock Exchange of Hong Kong Limited
'Subsidiary(ies)'	the subsidiary(ies) of the Company

LETTER FROM THE CHAIRMAN



MTR CORPORATION LIMITED 香港鐵路有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 66)

Board of Directors:

Professor Frederick Ma Si-hang (*Chairman*)**
Dr Jacob Kam Chak-pui (*Chief Executive Officer*)
Rex Auyeung Pak-kuen**
Andrew Clifford Winawer Brandler*
Dr Pamela Chan Wong Shui*
Dr Dorothy Chan Yuen Tak-fai*
Vincent Cheng Hoi-chuen*
Dr Anthony Chow Wing-kin*
Dr Eddy Fong Ching*
James Kwan Yuk-choi*
Lau Ping-cheung, Kaizer*
Rose Lee Wai-mun*
Lucia Li Li Ka-lai*
Abraham Shek Lai-him*
Benjamin Tang Kwok-bun*
Dr Allan Wong Chi-yun*
Johannes Zhou Yuan*
James Henry Lau Jr (*Secretary for Financial Services and the Treasury*)**
*Secretary for Transport and Housing (Frank Chan Fan)***
*Permanent Secretary for Development (Works) (Lam Sai-hung)***
*Commissioner for Transport (Mable Chan)***

* *INED* ** *NED*

Registered Office:

MTR Headquarters Building
Telford Plaza
Kowloon Bay
Kowloon
Hong Kong

12 April 2019

To: the Shareholders and
the option holders under the 2007 Share Option Scheme and
the award holders of the Executive Share Incentive Scheme of the Company
(for information only)

Dear Sir or Madam,

**PROPOSED RE-ELECTION/ELECTION OF RETIRING DIRECTORS,
PROPOSED ELECTION OF NEW DIRECTORS,
PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
PROPOSED RENEWAL OF SCRIP DIVIDEND SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

The Notice convening the 2019 AGM is set out in this circular, and a proxy form and the 2018 Annual Report, accompany this circular. Details of the Resolutions to be proposed at the 2019 AGM are set out in the Notice.

LETTER FROM THE CHAIRMAN

PROPOSED RE-ELECTION/ELECTION OF RETIRING DIRECTORS

At the 2019 AGM, Dr Anthony Chow Wing-kin and Dr Allan Wong Chi-yun will retire from office by rotation pursuant to Articles 91 and 92(a) of the Articles, and will offer themselves for re-election. Dr Allan Wong Chi-yun has informed the Company that he will offer himself for re-election for a term of one year (i.e. until the conclusion of the 2020 AGM). Mr Rex Auyeung Pak-ken and Dr Jacob Kam Chak-pui, who were appointed by the Board as Directors with effect from 7 March 2019 and 1 April 2019 respectively (after the AGM held on 16 May 2018), will retire from office at the 2019 AGM pursuant to Article 89 of the Articles, and will offer themselves for election. Subject to the election of Mr Auyeung as a Director at the 2019 AGM, he is appointed by the FSI as the Chairman of the Company with effect from 1 July 2019 until 31 December 2021.

Mr Vincent Cheng Hoi-chuen and Mr Lau Ping-cheung, Kaizer, both of whom will also retire from office by rotation at the 2019 AGM pursuant to Articles 91 and 92(a) of the Articles and who have served the Board for more than nine years and three years respectively, have informed the Company that they will not stand for re-election at the 2019 AGM.

Based on the biographical information disclosed to the Company, neither Dr Chow nor Dr Wong holds 7 or more listed company directorships and both of them continue to demonstrate their commitment to their roles with the Company. Moreover, the Company has continued to receive written confirmation from each of Dr Chow and Dr Wong concerning his independence in accordance with the Listing Rules. Accordingly, the Board has resolved that each of Dr Chow and Dr Wong continues to be independent.

As a Director, each of Mr Auyeung, Dr Chow, Dr Kam and Dr Wong brings his valuable experience to the Board and, alongside the other Directors, each of them contributes to ensuring that the interests of the Shareholders are taken into account and that relevant issues are subject to thorough and comprehensive consideration by the Board. Moreover, given their different backgrounds and expertise, the Board considers that each of them contributes to the diversity of the Board. The biographies of Mr Auyeung, Dr Chow, Dr Kam and Dr Wong set out in Appendix 1 to this circular explain how each individual contributes to the diversity of the Board. As such, the Board recommends each of them to be re-elected/elected as a Director at the 2019 AGM.

PROPOSED ELECTION OF NEW DIRECTORS

Pursuant to Article 95(b) of the Articles, the Board recommends Mr Chan Kar-lok (also known as Mr Walter Chan Kar-lok), Mr Cheng Yan-kee and Mr Ng Wing-ka (also known as Mr Jimmy Ng Wing-ka) to be appointed as new Directors and relevant Resolutions will be proposed at the 2019 AGM. Based on the biographical information disclosed to the Company, none of Mr Chan, Mr Cheng nor Mr Ng holds 7 or more listed company directorships. The Company has received a written confirmation from each of them concerning his independence as an INED of the Company in accordance with the Listing Rules. The Company believes that, with their respective extensive experience in the legal field, town planning, property development, engineering and complex construction projects, as well as their experience gained in the public sector and political arena, each of them will be a valuable addition to the Board. The biographies of Mr Chan, Mr Cheng and Mr Ng set out in Appendix 1 to this circular explain how each individual contributes to the diversity of the Board. Subject to Mr Chan, Mr Cheng and Mr Ng being elected as new Directors at the 2019 AGM, they will be INEDs of the Company with effect from the conclusion of the 2019 AGM.

To ensure that the Board has a balance of skills, knowledge, experience and diversity of perspectives appropriate to the Company's business needs and development, the Board reviews its structure, size and composition annually. The Nominations Committee and the Board, when forming their recommendations on the proposals on re-election/election of retiring Director(s) and election of new Director(s), have been following the Company's nomination policy which sets out a mechanism for nominating talented and capable person(s) to lead the Company. The nomination policy can be viewed on the Company's website (www.mtr.com.hk).

PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

The general mandates granted to the Board to issue and buy back Shares at the last AGM will lapse at the conclusion of the 2019 AGM. Two Resolutions will therefore be proposed at the 2019 AGM to renew the grant of the general mandates as described below:

- The purpose of the Issue Mandate (i.e. Resolution 8) is to provide the Board with a mandate to allot and

LETTER FROM THE CHAIRMAN

issue new Shares up to ten per cent. of the aggregate number of Shares in issue as at the date of passing Resolution 8 (subject to adjustment in accordance with Resolution 8), during the Relevant Period (as defined in Resolution 8). In addition, any Shares to be issued under the Issue Mandate shall not be issued at a discount of more than ten per cent. to the "Benchmarked Price" (as described under Rule 13.36(5) of the Listing Rules and defined in Resolution 8). Both the issue limit and the discount limit under the proposed Issue Mandate are below the permitted limits under the Listing Rules.

- The purpose of the Buy-back Mandate (i.e. Resolution 9) is to provide the Board with a mandate to buy back an amount of Shares not exceeding ten per cent. of the aggregate number of Shares in issue as at the date of passing Resolution 9 (subject to adjustment in accordance with Resolution 9), during the Relevant Period (as defined in Resolution 9). The Board has authorised the Executive Directorate to exercise the Buy-Back Mandate subject to the Shareholders approving the resolution regarding the Buy-back Mandate (i.e. Resolution 9) at the 2019 AGM, and any such exercise of the Buy-back Mandate and the timing thereof will be subject to market conditions and will be at the absolute discretion of the Executive Directorate. As required under the Companies Ordinance and the Listing Rules, an explanatory statement providing the requisite information regarding the Buy-back Mandate is set out in Appendix 2 to this circular.

PROPOSED RENEWAL OF SCRIP DIVIDEND SCHEME

At the 2014 AGM, the then Shareholders passed a resolution authorising the Board to offer the Shareholders the right to choose to receive scrip shares instead of the whole or part of their cash dividend in respect of some or all of the dividends (including any interim and/or final dividends) which may be declared or paid in the period up to and including the AGM which is held in the fifth year after the passing of the relevant resolution (i.e. in the 2019 AGM).

A resolution will be proposed at the 2019 AGM to authorise the Directors to exercise the power contained in Article 135 of the Articles to offer a scrip dividend alternative in respect of some or all of the dividends declared or paid in the period commencing from the passing of the relevant resolution at the 2019 AGM up to and including the AGM which is held in the fifth year after the date on which this resolution is passed (i.e. the 2024 AGM).

VOTING BY POLL

As required under Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Accordingly, at the 2019 AGM, the Chairman of the Company will exercise his right under Article 71 of the Articles to demand a poll on each of the Resolutions to be proposed at the 2019 AGM. The poll results will be published on the Company's website (www.mtr.com.hk) and on the Stock Exchange's website.

RECOMMENDATION

The Directors consider that the proposed Resolutions set out in the Notice, including without limitation in relation to the Directors For Re-election/Election, the proposed election of new Directors, the granting of the Issue Mandate and the Buy-back Mandate, and the proposed renewal of Scrip Dividend Scheme are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed Resolutions. The FSI, the Company's majority Shareholder which holds approximately 75.46 per cent. of all the voting Shares in issue, has informed the Company that it intends to vote in favour of all of the proposed Resolutions.

Yours faithfully,
Professor Frederick Ma Si-hang
Chairman

APPENDIX 1 – DETAILS OF THE DIRECTORS FOR RE-ELECTION/ELECTION

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, unless otherwise disclosed below: (1) none of the Directors For Re-election is related to any other Directors, senior management or substantial or controlling Shareholder of the Company; (2) in relation to the Directors For Re-election, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules; and (3) there is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

Dr Anthony Chow Wing-kin (Age 68)

Positions held with the Group : INED
Remuneration Committee (Member)
Capital Works Committee (Member)

Interests in Shares within the meaning of Part XV : Nil
of the SFO as at the Latest Practicable Date

Emoluments : HK\$450,000 gross per annum*

Dr Chow has been a member of the Board since May 2016. He has extensive experience in both private and public sectors. Dr Chow is a solicitor admitted to practise in Hong Kong and England and Wales. He has been a practising solicitor in Hong Kong for over 34 years and is currently the Senior Consultant and Global Chairman of the law firm Messrs. Guantao & Chow Solicitors and Notaries. Dr Chow is a China Appointed Attesting Officer and an arbitrator of the South China International Economic and Trade Arbitration Commission/Shenzhen Court of International Arbitration. He is currently the chairman of the board of stewards of The Hong Kong Jockey Club, a NED of Kingmaker Footwear Holdings Limited, and an INED of S. F. Holding Co., Ltd. and Ping An Healthcare and Technology Company Limited.

Dr Chow was previously a NED of China City Construction Group Holdings Limited, an INED of Fountain Set (Holdings) Limited and the president of The Law Society of Hong Kong, and is the former chairman of the Process Review Panel for the Securities and Futures Commission of Hong Kong. Dr Chow was conferred Doctor of Social Sciences, *honoris causa*, by The Open University of Hong Kong in 2018. He was appointed a Justice of the Peace in 1998 and awarded the Silver Bauhinia Star medal in 2003.

Dr Chow entered into a three years' service contract with the Company in 2016, under which his term of office as an INED will last up to 17 May 2019. The Company intends to enter into a new service contract with Dr Chow, under which the term of his office as an INED will commence from 18 May 2019 and last up to 22 May 2019 (if Dr Chow is not re-elected at the 2019 AGM), or the earlier of the date on which he will retire again by rotation under the Articles and 17 May 2022 (if Dr Chow is re-elected at the 2019 AGM).

Dr Allan Wong Chi-yun (Age 68)

Positions held with the Group : INED
Capital Works Committee (Chairman)
Nominations Committee (Member)
Director of a Subsidiary

Interests in Shares within the meaning of Part XV : Nil
of the SFO as at the Latest Practicable Date

Emoluments : HK\$510,000 gross per annum*

Dr Wong has been a member of the Board since August 2015. He has a diverse business and professional background. Dr Wong is the chairman and group chief executive officer of VTech Holdings Limited, the deputy chairman and an INED of The Bank of East Asia, Limited, and an INED of both China-Hongkong Photo Products Holdings Limited and Li & Fung Limited.

Dr Wong holds a Bachelor of Science degree in Electrical Engineering from The University of Hong Kong, a Master of Science degree in Electrical and Computer Engineering from the University of Wisconsin and an Honorary Doctorate of Technology from The Hong Kong Polytechnic University. He was appointed as a Justice of the Peace in 1995, and awarded a member of the Most Excellent Order of the British Empire in 1997. Dr Wong was awarded the Silver Bauhinia Star medal and the Gold Bauhinia Star medal in 2003 and 2008 respectively.

APPENDIX 1 – DETAILS OF THE DIRECTORS FOR RE-ELECTION/ELECTION

Dr Wong entered into a three years' service contract with the Company in 2016, under which his term of office as an INED will last up to 17 May 2019. In light of Dr Wong's personal wish to serve on the Board for a term of one year (i.e. until the conclusion of the 2020 AGM), the Company intends to enter into a new service contract with Dr Wong, under which the term of his office as an INED will commence from 18 May 2019 and last up to 22 May 2019 (if Dr Wong is not re-elected at the 2019 AGM), or the conclusion of the 2020 AGM (if Dr Wong is re-elected at the 2019 AGM).

* *The total emoluments of Dr Chow and Dr Wong are set out in each of their respective service contracts and are determined by the Board. The basis of determining the NEDs' and INEDs' emoluments is set out in the 'Remuneration Committee Report' on pages 149 and 150 of the 2018 Annual Report.*

PROPOSED ELECTION OF RETIRING DIRECTORS

On 7 March 2019, the Company announced the appointment of Mr Rex Auyeung Pak-kuen and Dr Jacob Kam Chak-pui as Directors to take effect from 7 March 2019 and 1 April 2019 respectively. In view of Mr Auyeung's extensive experience in management and his wealth of leadership skills, and Dr Kam's practical experience in engineering together with his experience and knowledge in the Company's operations, the Board recommends the election of Mr Auyeung and Dr Kam at the 2019 AGM.

As at the Latest Practicable Date, unless otherwise disclosed below: (1) none of the Directors For Election is related to any other Directors, senior management or substantial or controlling Shareholder of the Company; (2) in relation to the Directors For Election, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules; and (3) there is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

Rex Auyeung Pak-kuen (Age 66)

Position held with the Group : NED

Interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date : Nil

Emoluments : (i) HK\$50,000* (commencing from 7 March 2019 to 30 June 2019 (both dates inclusive)); and (ii) HK\$1,730,000 gross per annum[▲] (upon becoming the Chairman, chairman of the Corporate Responsibility Committee and a member of each of the Nominations Committee and the Remuneration Committee, of the Company commencing from 1 July 2019 to 31 December 2021 (both dates inclusive))

Mr Auyeung has been a member of the Board since 7 March 2019. He has diverse business experience in management and leadership skills. Mr Auyeung is an INED of Standard Life (Asia) Limited, Sampo Insurance China Co., Ltd. and China Construction Bank (Asia) Corporation Limited, and the Senior Strategy and Business Advisor at Athenex Inc., a company listed on NASDAQ in the United States of America. He has over 40 years of experience in the insurance industry in Canada and Hong Kong. Before his retirement in June 2017, Mr Auyeung was Chairman – Asia of the Principal Financial Group Inc. ('PFG'), a Fortune 500 company, responsible for PFG's overall businesses in Asia.

Mr Auyeung also actively serves the public sector and is currently the chairman of the Council of Lingnan University, an observer of the Independent Police Complaints Council Observers Scheme, and a member of the Executive Committee of the Investor and Financial Education Council under the Securities and Futures Commission. In addition, he is a member of the Investment Sub-committee of The Community Chest of Hong Kong, a board member of Bo Charity Foundation (Food Angel) and a convenor of the Jockey Club Community eHealth Care Project.

Mr Auyeung was previously the chairman of Hong Kong Strategy for Financial Literacy Sub-committee on Stakeholder Coordination and Collaboration and a member of the Independent Review Committee on Hong Kong's Franchised Bus Service.

Mr Auyeung holds a Bachelor of Environmental Studies (Urban and Regional Planning) Honours Degree from the University of Waterloo, Canada. He was awarded an Honorary Fellowship by the City University of Hong Kong in 2013 and was appointed a Justice of the Peace in 2018.

APPENDIX 1 – DETAILS OF THE DIRECTORS FOR RE-ELECTION/ELECTION

Mr Auyeung entered into a service contract with the Company under which the current term of his office as a NED will last up to 30 June 2019. Under Article 89 of the Articles, Mr Auyeung is required to retire at the first AGM following his appointment as a Director by the Board and the 2019 AGM will be the first AGM after his appointment. As such, he will retire at the 2019 AGM and will offer himself for election. If Mr Auyeung is elected, the Company will enter into a new service contract with Mr Auyeung for the positions of Chairman, chairman of the Corporate Responsibility Committee and a member of each of the Nominations Committee and the Remuneration Committee, of the Company for a term commencing from 1 July 2019 until 31 December 2021 (both dates inclusive).

※ *The total emoluments of Mr Auyeung are set out in his service contract and are determined by the Board.*

▲ *The total emoluments of Mr Auyeung will be set out in his service contract. The basis of determining the NEDs' and INEDs' emoluments is set out in the 'Remuneration Committee Report' on pages 149 and 150 of the 2018 Annual Report.*

Dr Jacob Kam Chak-pui (Age 57)

Positions held with the Group	: Chief Executive Officer ('CEO') Executive Director Corporate Responsibility Committee (Member) Director of Subsidiaries
Interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date	: 476,005 Shares (which includes the grant of 120,000 Shares upon completion of Dr Kam's service contract as disclosed below)
Emoluments	: (i) HK\$8,100,000 per annum (which excludes discretionary variable remuneration); and (ii) the entitlement of 120,000 Shares (which will all be granted and vested to Dr Kam upon completion of his service contract on 31 March 2022)

Dr Kam joined the Company in 1995 and had held various management positions in Operations, Projects and China and International Business Divisions. He was the Operations Director between January 2011 and April 2016 and was appointed as the Managing Director – Operations and Mainland Business in May 2016. Dr Kam has been a member of the Executive Directorate since January 2011. He was appointed as the CEO on 1 April 2019, and has been a member of the Board since then. As the CEO, Dr Kam is responsible for the overall performance of the Company and its group companies both in and outside of Hong Kong, including in the Mainland of China.

Dr Kam qualified as a chartered engineer in the United Kingdom in 1989. He is a vice-president and a chartered fellow of The Chartered Institute of Logistics and Transport in Hong Kong, and a chartered fellow of The Institution of Occupational Safety and Health in the United Kingdom. Dr Kam is also a corporate member of both the Institution of Mechanical Engineers in the United Kingdom and The Hong Kong Institution of Engineers. He is the chairman of the Regional and Suburban Railways Assembly of the International Association of Public Transport (UITP), a council member of the Vocational Training Council, a member of Hong Kong Quality Assurance Agency Governing Council and a member of the board of directors of The Community Chest of Hong Kong.

Dr Kam holds a Bachelor of Science degree in Civil Engineering from the University of Southampton, and a doctoral degree in Mechanical Engineering from the University of London, both in the United Kingdom.

Dr Kam entered into a three years' service contract with the Company for the position of CEO commencing from 1 April 2019. Under Article 89 of the Articles, Dr Kam is required to retire at the first AGM following his appointment as a Director by the Board and the 2019 AGM will be the first AGM after his appointment. As such, he will retire at the 2019 AGM and will offer himself for election.

In addition to the above-mentioned emoluments that Dr Kam receives under his service contract, he is also entitled to discretionary variable remuneration related to performance and such other factors as the Company considers relevant, and is entitled to participate in the Company's share incentive scheme. The emoluments of Dr Kam are determined by the Board on recommendation from the Remuneration Committee of the Company, with reference to his responsibilities, experience and qualifications.

APPENDIX 1 – DETAILS OF THE DIRECTORS FOR RE-ELECTION/ELECTION

PROPOSED ELECTION OF NEW DIRECTORS

As at the Latest Practicable Date, unless otherwise disclosed below: (1) none of Mr Walter Chan Kar-lok, Mr Cheng Yan-kee and Mr Jimmy Ng Wing-ka is related to any other Directors, senior management or substantial or controlling Shareholder of the Company; (2) in relation to the proposed election of Mr Chan, Mr Cheng and Mr Ng as new Directors, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules; and (3) there is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules.

Chan Kar-lok (also known as Walter Chan Kar-lok) (Age 65)

Proposed position to be held with the Group : INED

Interests in Shares within the meaning of Part XV : Nil
of the SFO as at the Latest Practicable Date

Proposed emoluments : HK\$300,000 gross per annum[#]

Mr Chan has been a practising lawyer for over 37 years and is currently a consultant of Messrs. So, Lung & Associates, Solicitors and Messrs. Rowland Chow, Chan & Co., Solicitors. He is also a China Appointed Attesting Officer. Mr Chan currently is the chairman of The Hong Kong Housing Society, a convenor-cum-member of the Pensions Appeal Panel under Civil Service Bureau, and a member of the Board of Advisors of Radio Television Hong Kong, the Advisory Committee on Post-service Employment of Civil Servants and the Harbourfront Commission. He was formerly the chairman of Appeal Tribunal (Buildings), a non-executive director of the Urban Renewal Authority, and a member of the Housing Authority and the Town Planning Board.

Mr Chan holds a Bachelor of Social Science degree from The Chinese University of Hong Kong and a Master of Laws degree from Sydney Technology University. He was awarded the Silver Bauhinia Star medal in 2005 and was appointed a Justice of the Peace in 1997.

Cheng Yan-kee (Age 64)

Proposed position to be held with the Group : INED

Interests in Shares within the meaning of Part XV : 2,000 Shares
of the SFO as at the Latest Practicable Date

Proposed emoluments : HK\$300,000 gross per annum[#]

Mr Cheng is a practising civil and structural engineer, and an Authorised Person and a Registered Structural Engineer under the Buildings Ordinance. He is also a Class 1 Registered Structural Engineer in the People's Republic of China. Mr Cheng currently is a director of H. K. Cheng & Partners Limited. Mr Cheng formerly was an INED of K. H. Group Holdings Limited, president of the Institution of Structural Engineers, and chairman of both the Council of the Hong Kong Baptist University and Corruption Prevention Advisory Committee under the Independent Commission Against Corruption. He was also a member of the Hospital Authority, Town Planning Board and the Hong Kong Housing Authority.

Mr Cheng is a fellow of the Institution of Civil Engineers, the Institution of Structural Engineers in the United Kingdom, and The Hong Kong Institution of Engineers. He holds a Bachelor of Science degree in Civil Engineering from Lehigh University in the United States of America. Mr Cheng was conferred the Honorary Doctor of Business Administration degree by the Macau University of Science and Technology. He was awarded the Bronze Bauhinia Star medal in 2015 and was appointed a Justice of the Peace in 2000.

APPENDIX 1 – DETAILS OF THE DIRECTORS FOR RE-ELECTION/ELECTION

Ng Wing-ka (also known as Jimmy Ng Wing-ka) (Age 49)

Proposed position to be held with the Group : INED

Interests in Shares within the meaning of Part XV : Nil
of the SFO as at the Latest Practicable Date

Proposed emoluments : HK\$300,000 gross per annum[#]

Mr Ng is a solicitor admitted to practise in Hong Kong and currently is a partner of Messrs. Tung, Ng, Tse & Lam, Solicitors. He is a Legislative Council member representing the Industrial (Second) Functional Constituency. Mr Ng is an INED of both China Weaving Materials Holdings Limited and Yanchang Petroleum International Limited. He is the chairman of Hong Kong – Taiwan Business Co-operation Committee, a director of Hong Kong Science and Technology Parks Corporation, and a member of the Council of The Hong Kong Polytechnic University, the Small and Medium Enterprises Committee of Trade and Industry Department and the Chinese People's Political Consultative Conference of Chongqing City, the People's Republic of China.

Mr Ng holds a Bachelor of Laws degree and a Post-graduate Certificate in Laws from The University of Hong Kong. He was appointed a Justice of the Peace in 2015.

Subject to Shareholders' approval of the election of Mr Chan, Mr Cheng and Mr Ng at the 2019 AGM, it is proposed that each of them will enter into a three years' service contract with the Company, under which the term of his office as an INED will commence on 22 May 2019 and last up to the earlier of the date on which he will retire again by rotation under the Articles and 21 May 2022.

[#] *The total emoluments of Mr Chan, Mr Cheng and Mr Ng are subject to adjustment depending on their respective ultimate memberships in the Board Committees of the Company, which will be set out in their respective service contracts and determined by the Board. The basis of determining the NEDs' and INEDs' emoluments is set out in the 'Remuneration Committee Report' on pages 149 and 150 of the 2018 Annual Report.*

APPENDIX 2 – EXPLANATORY STATEMENT ON BUY-BACK MANDATE

This is an explanatory statement given to all the Shareholders in connection with the Resolution authorising the Company to buy back its own Shares proposed to be considered, and if thought fit, passed by the Shareholders at the 2019 AGM. This explanatory statement also constitutes the memorandum required under Section 239 of the Companies Ordinance.

Listing Rules

This explanatory statement contains the information required by the Listing Rules, which provide that all buy-backs of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate to the directors of the company to make such buy-backs or by specific approval in relation to specific transactions.

Any buy-back would be made out of funds which are legally available for the purpose in accordance with the Articles and the laws of Hong Kong.

It is proposed that the Buy-back Mandate will authorise the buy-back by the Company of up to ten per cent. of the Shares in issue as at the date of passing the relevant Resolution. As at the Latest Practicable Date, the number of Shares in issue was 6,141,284,089. On the basis of the 6,141,284,089 Shares in issue (and assuming no Shares will be issued or bought back after the Latest Practicable Date and up to the date of passing the relevant Resolution), the Company would be authorised under the Buy-back Mandate to buy back a maximum of 614,128,408 Shares during the period in which the Buy-back Mandate remains in force. Any Shares bought back pursuant to the Buy-back Mandate must be fully paid-up.

The Board has authorised the Executive Directorate to exercise the Buy-Back Mandate subject to the Shareholders approving the resolution regarding the Buy-back Mandate (i.e. Resolution 9) at the 2019 AGM, and any such exercise of the Buy-back Mandate and the timing thereof will be subject to market conditions and will be at the absolute discretion of the Executive Directorate.

Reasons for Buy-backs

The Directors and the Executive Directorate believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings (in each case on a per Share basis) and will only be made when it is believed that such buy-backs will benefit the Company and the Shareholders.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the 2018 Annual Report) in the event that the Buy-back Mandate is exercised in full. However, it is not proposed to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements and gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

Disclosure of Interests

None of the Directors nor the Executive Directorate nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Buy-back Mandate is authorised.

Undertaking

The Directors and the Executive Directorate have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

APPENDIX 2 – EXPLANATORY STATEMENT ON BUY-BACK MANDATE

Share Prices

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest (HK\$)	Lowest (HK\$)
2018		
April	44.50	41.65
May	46.40	43.50
June	44.90	41.85
July	44.05	41.75
August	44.00	38.50
September	42.10	39.35
October	41.15	37.50
November	40.95	37.60
December	41.35	39.50
2019		
January	43.90	40.30
February	45.60	43.00
March	48.60	44.30
April*	49.00	48.50

* Up to and including the Latest Practicable Date.

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

Effect of the Takeover Code

The Directors and the Executive Directorate are not aware of any consequences which the exercise in full of the Buy-back Mandate would have under the Hong Kong Code on Takeovers and Mergers.

NOTICE OF ANNUAL GENERAL MEETING



MTR CORPORATION LIMITED 香港鐵路有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 66)

NOTICE IS HEREBY GIVEN that the annual general meeting of MTR Corporation Limited (the '**Company**') will be held at Rotunda 3 (6/F), Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Wednesday, 22 May 2019 at 11:30 a.m. (**2019 AGM**) for the purpose of transacting the following business:

ORDINARY BUSINESS

- (1) To receive the audited Statement of Accounts and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2018.
- (2) To declare a final dividend for the year ended 31 December 2018.
- (3) To re-elect/elect retiring members of the Board of Directors:
 - (a) Dr Anthony Chow Wing-kin;
 - (b) Dr Allan Wong Chi-yun;
 - (c) Mr Rex Auyeung Pak-kuen; and
 - (d) Dr Jacob Kam Chak-pui.
- (4) To elect Mr Chan Kar-lok (also known as Mr Walter Chan Kar-lok) as a new member of the Board of Directors.
- (5) To elect Mr Cheng Yan-kee as a new member of the Board of Directors.
- (6) To elect Mr Ng Wing-ka (also known as Mr Jimmy Ng Wing-ka) as a new member of the Board of Directors.
- (7) To re-appoint KPMG as Auditors of the Company and authorise the Board of Directors to determine their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

(8) THAT:

- (A) subject to paragraph (B) below, the exercise by the Board of Directors of the Company (the '**Board**') during the Relevant Period of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares, to grant rights to subscribe for, or convert any security into, Shares (including the issue of any securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, agreements and options which will or might require such powers to be exercised during or after the end of the Relevant Period, be and is hereby generally and unconditionally APPROVED;
- (B) the aggregate number of Shares allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the Board pursuant to the approval in paragraph (A) above, otherwise than pursuant to:
 - (i) a Rights Issue; or
 - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the members of the Executive Directorate and/or officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, including without limitation pursuant to the Rules of the Company's 2007 Share Option Scheme; or
 - (iii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Articles of Association of the Company from time to time,

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed ten per cent. of the aggregate number of Shares in issue as at the date of passing this Resolution 8 (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares in accordance with section 170(2)(e) of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) after the passing of this Resolution 8), and the said approval shall be limited accordingly;

- (C) any Shares to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the approval in paragraph (A) above shall not be issued at a discount of more than ten per cent. to the Benchmarked Price of such Shares; and
- (D) for the purpose of this Resolution 8:
 - (i) 'Relevant Period' means the period from (and including) the date of passing this Resolution 8 until the earlier of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by law to be held; and
 - (c) the revocation or variation of the authority given under this Resolution 8 by an ordinary resolution of the shareholders of the Company in general meeting;
 - (ii) 'Rights Issue' means an offer of Shares open for a period fixed by the Board to holders of Shares on the register of members (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase shares in the Company on the relevant register) on a fixed record date in proportion to their then holdings of such Shares (and, if appropriate, such warrants and other securities) (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company);
 - (iii) 'Shares' means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company; and
 - (iv) 'Benchmarked Price' means the higher of:
 - (a) the closing price of the Shares as quoted on The Stock Exchange of Hong Kong Limited (the '**Stock Exchange**') on the date of the agreement involving the proposed issue of the Shares under this Resolution 8; and
 - (b) the average closing price of the Shares as quoted on the Stock Exchange for the 5 trading days immediately prior to the earlier of the date: (1) of announcement of the proposed transaction or arrangement involving the proposed issue of the Shares; (2) of the agreement involving the proposed issue of Shares; and (3) on which the price of the Shares that are proposed to be issued is fixed.'

(9) **THAT:**

- (A) subject to paragraph (B) below, the exercise by the Board during the Relevant Period of all the powers of the Company to buy back Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, in accordance with all applicable laws, including the Hong Kong Code on Share Buy-backs and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), be and is hereby generally and unconditionally APPROVED;
- (B) the aggregate number of Shares which may be bought back or agreed conditionally or unconditionally to be bought back pursuant to the approval in paragraph (A) above shall not exceed ten per cent. of the aggregate number of the Shares in issue as at the date of passing of this Resolution 9 (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares in accordance with section 170(2)(e) of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) after the passing of this Resolution 9), and the said approval shall be limited accordingly; and
- (C) for the purpose of this Resolution 9:
 - (i) 'Relevant Period' means the period from (and including) the passing of this Resolution 9 until the earlier of:
 - (a) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by law to be held; and
 - (c) the revocation or variation of the authority given under this Resolution 9 by an ordinary resolution of the shareholders of the Company in general meeting; and
- (ii) 'Shares' means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.'

(10) **THAT:**

- (A) subject to paragraph (B) below, the exercise by the Board of the power contained in Article 135 of the Company's Articles of Association to offer ordinary shareholders the right to choose to receive new ordinary shares in the capital of the Company, which are credited as fully paid up, instead of the whole or part of their cash dividend, in respect of some or all of the dividends (including, without limitation, any final and/or interim dividends) which may be declared or paid in the period commencing from the passing of this resolution up to and including the annual general meeting of the Company which is held in the fifth year after the date on which this Resolution 10 is passed (including, for any avoidance of doubt, any dividends which may be declared or paid in respect of the financial year ended 31 December 2023), and to take all actions in connection therewith contemplated in such Article, be and is hereby generally and unconditionally AUTHORISED AND APPROVED; and
- (B) such power shall be exercised by the Board in accordance with Article 135 of the Company's Articles of Association such that, amongst other things, a shareholder who elects to receive new ordinary shares will be entitled to receive ordinary shares the total relevant value of which is as near as possible to the value of the cash dividend he would otherwise have received, but not more than the value of such cash dividend, such relevant value being calculated in accordance with that Article.'

By Order of the Board
Gillian Elizabeth Meller
Company Secretary

Hong Kong, 12 April 2019

Members of the Board: Professor Frederick Ma Si-hang (*Chairman*)**, Dr Jacob Kam Chak-pui (*Chief Executive Officer*), Rex Auyeung Pak-kuen**, Andrew Clifford Winawer Brandler*, Dr Pamela Chan Wong Shui*, Dr Dorothy Chan Yuen Tak-fai*, Vincent Cheng Hoi-chuen*, Dr Anthony Chow Wing-kin*, Dr Eddy Fong Ching*, James Kwan Yuk-choi*, Lau Ping-cheung, Kaizer*, Rose Lee Wai-mun*, Lucia Li Li Ka-lai*, Abraham Shek Lai-him*, Benjamin Tang Kwok-bun*, Dr Allan Wong Chi-yun*, Johannes Zhou Yuan*, James Henry Lau Jr (Secretary for Financial Services and the Treasury)**, Secretary for Transport and Housing (Frank Chan Fan)**, Permanent Secretary for Development (Works) (Lam Sai-hung)** and Commissioner for Transport (Mable Chan)**

Members of the Executive Directorate: Dr Jacob Kam Chak-pui, Roger Francis Bayliss, Margaret Cheng Wai-ching, Dr Peter Ronald Ewen, Herbert Hui Leung-wah, Adi Lau Tin-shing, Gillian Elizabeth Meller, Linda So Ka-pik, David Tang Chi-fai and Jeny Yeung Mei-chun

* independent non-executive Director

** non-executive Director

Registered Office: MTR Headquarters Building, Telford Plaza, Kowloon Bay, Kowloon, Hong Kong.

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy (or proxies) to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company (the **'Shareholder'**).
2. To be valid, a proxy form must be completed and delivered to Computershare Hong Kong Investor Services Limited (**'Share Registrar'**), 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event by 11:30 a.m. on 20 May 2019, being at least 48 hours before the time for holding the meeting (or 24 hours before a poll is taken, if the poll is taken more than 48 hours after it is demanded). If a proxy form is signed by an attorney, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary or an office copy) must be delivered to the Share Registrar with the proxy form, except that a power of attorney which has already been registered with the Company need not be so delivered. Proxy forms sent electronically or by any other data transmission process will not be accepted. **Completion of a proxy form and its delivery will not preclude a Shareholder from attending in person and voting at the meeting or any adjournment thereof if a Shareholder so wishes, but a proxy's authority to vote on a resolution is to be regarded as revoked if the Shareholder attends the meeting in person and votes on that particular resolution.**
3. **Entitlement to attend, speak and vote at the 2019 AGM:** The register of members of the Company (**'Register of Members'**) will be closed from Thursday, 16 May 2019 to Wednesday, 22 May 2019 (both days inclusive), during which time no transfer of Shares will be effected. To be eligible to attend, speak and vote at the 2019 AGM, all completed transfer documents, accompanied by the relevant share certificates, have to be lodged for registration with the Share Registrar no later than 4:30 p.m. on Wednesday, 15 May 2019.

NOTICE OF ANNUAL GENERAL MEETING

The address for lodging share transfer documents with the Share Registrar: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

4. The Board has recommended a final dividend for the year ended 31 December 2018 (the **'Final Dividend'**) of HK\$0.95 per share and, if such dividend is declared by the Shareholders by passing Resolution 2, it is currently expected to be distributed on 16 July 2019, to those Shareholders whose names appeared on the Register of Members as at the close of business on 31 May 2019. In addition, the Company plans to send a circular on or about 10 June 2019 to the Shareholders whose names appeared on the Register of Members as at the close of business on 31 May 2019, setting out the terms of the scrip dividend scheme in respect of the Final Dividend pursuant to which the Board proposes to offer the Shareholders whose names appeared on the Register of Members as at the close of business on 31 May 2019 (except for the Shareholders with registered addresses in New Zealand or the United States of America or any of its territories or possessions), subject to the Final Dividend being declared by the Shareholders by passing Resolution 2, the right to choose to receive new shares in the Company (**'Shares'**) instead of cash in respect of some or all of their Final Dividend.
5. **Entitlement to Final Dividend:** The Register of Members will be closed from Tuesday, 28 May 2019 to Friday, 31 May 2019 (both days inclusive), during which time no transfer of Shares will be effected. To qualify for the proposed Final Dividend, all completed transfer documents, accompanied by the relevant share certificates, have to be lodged for registration with the Share Registrar at the address stated in Note 3 above no later than 4:30 p.m. on Monday, 27 May 2019.
6. In relation to Resolution 3, four retiring directors will offer themselves for re-election/election. Dr Anthony Chow Wing-kin and Dr Allan Wong Chi-yun will retire from office by rotation at the 2019 AGM pursuant to Articles 91 and 92(a) of the Articles of Association of the Company (**'Articles'**), and will offer themselves for re-election. Mr Rex Auyeung Pak-kuen and Dr Jacob Kam Chak-pui, who were appointed after the annual general meeting on 16 May 2018, will retire from office at the 2019 AGM pursuant to Article 89 of the Articles, and will offer themselves for election. The details of the retiring directors who will offer themselves for re-election/election are set out in Appendix 1 to the circular containing this notice. The Shareholders should note that Dr Allan Wong Chi-yun is offering himself for re-election at the 2019 AGM for a term until the conclusion of the Company's annual general meeting in 2020.
7. In relation to Resolutions 4 to 6, approvals are being sought from Shareholders to elect Mr Chan Kar-lok (also known as Mr Walter Chan Kar-lok), Mr Cheng Yan-kee and Mr Ng Wing-ka (also known as Mr Jimmy Ng Wing-ka) as new members of the Board. Details of Mr Chan, Mr Cheng and Mr Ng are set out in Appendix 1 to the circular containing this notice. The Company has received a confirmation from each of them concerning his independence as an independent non-executive director (**'INED'**) in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **'Listing Rules'**) and, accordingly, if Mr Chan, Mr Cheng and Mr Ng are elected as new members of the Board, they will become INEDs.
8. By Resolution 8, approval is being sought from the Shareholders, as a general mandate in compliance with section 141 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the **'Companies Ordinance'**) and the Listing Rules, so that in the event it becomes desirable for the Company to issue any new Shares, the Board is given a mandate to allot and issue new Shares up to ten per cent. of the aggregate number of Shares in issue at a discount of not more than ten per cent. to the "Benchmarked Price" as described under the Listing Rules and defined in Resolution 8 (rather than twenty per cent. as allowed by the Listing Rules). The members of the Board wish to state, however, that they have no immediate plans to issue any new Shares, other than pursuant to the Rules of the Company's 2007 Share Option Scheme and the Scrip Dividend Scheme.
9. In relation to Resolution 9, an explanatory statement (as required by the Listing Rules and the Companies Ordinance) is set out in Appendix 2 to the circular containing this notice.
10. In relation to Resolution 10, approval is being sought from the Shareholders to authorise the Board to offer a scrip dividend alternative in respect of some or all of the dividends declared or paid in the period commencing from the passing of Resolution 10 up to and including the annual general meeting which is held in the fifth year after the date on which the resolution is passed (i.e. the 2024 AGM).
11. The Shareholders should note that the Auditors are entitled under the Companies Ordinance, to attend the annual general meeting and to be heard (including answering questions) on any part of the business of the meeting which concerns them as Auditors. The Auditors are not responsible for the preparation of the Company's consolidated accounts. The objective of an audit of consolidated accounts is to enable the auditors to express an opinion as to whether the consolidated accounts give a true and fair view in accordance with the applicable financial reporting framework, such as Hong Kong Financial Reporting Standards. The Auditors provide reasonable, not absolute, assurance that the Company's consolidated accounts, taken as a whole, are free from material misstatement.
12. The registration for attending the 2019 AGM will start at 10:30 a.m. on 22 May 2019.
13. As a token of appreciation, each eligible attendee (irrespective of whether he/she attends in person as a Shareholder and/or proxy/proxy for multiple Shareholders) will be given **one** refreshment pack.
14. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or any time between 9:30 a.m. and 11:30 a.m. on the date of the 2019 AGM, the 2019 AGM may be adjourned to a later date and/or time as determined by the Company. If the 2019 AGM is adjourned, the Company will post an announcement on the Company's website (www.mtr.com.hk) and on the Stock Exchange's website to notify the Shareholders that the 2019 AGM has been adjourned (however, a failure to post such a notice shall not affect the adjournment of the 2019 AGM). The Shareholders may also telephone the Share Registrar's hotline on (852) 2862 8648 to enquire about the holding of the 2019 AGM.
When the date, time and location of the adjourned 2019 AGM has been fixed, the Company will post a further announcement on its website and the website of the Stock Exchange to notify the Shareholders of the date, time and location of the adjourned 2019 AGM. The 2019 AGM will still be held as scheduled when an Amber or Red Rainstorm Warning signal is in force.
15. The Company is committed to making available meeting facilities to enable all eligible attendees to be able to participate in the AGM. As such, simultaneous sign language interpretation will be provided for the first time at the 2019 AGM. If any eligible attendees need any other special arrangements to assist them in participating in the 2019 AGM, please contact the Share Registrar's hotline on (852) 2862 8628 on or before 23 April 2019.
16. This notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.
17. References to time and dates in this document are to Hong Kong time and dates.