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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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 OF RETIRING DIRECTORS, PROPOSED ELECTION OF A NEW DIRECTOR, PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES AND NOTICE OF ANNUAL GENERAL MEETING

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The Notice convening the 2020 AGM to be held at Rotunda 3 (6/F), Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Wednesday, 20 May 2020 at 11:30 a.m. is set out in this circular.

#### **Precautionary measures and special arrangements for the 2020 AGM**

Considering the outbreak of the coronavirus (COVID-19), certain measures will be implemented at the 2020 AGM with a view to addressing the risk to attendees of infection, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check; (b) complete a health declaration (a copy of the form is enclosed with this circular), which may be used for contact tracing, if required; and (c) wear surgical masks prior to admission to the 2020 AGM venue; (ii) attendees who are subject to health quarantine prescribed by the HKSAR Government not being admitted to the 2020 AGM venue; (iii) all attendees being required to wear surgical masks throughout the 2020 AGM; (iv) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (v) no refreshment packs or coffee/tea being provided. Instead, the Company will make a donation to a non-profit making organisation.

The Company reminds attendees that they should carefully consider the risks of attending the 2020 AGM, taking into account their own personal circumstances. Furthermore, the Company would like to remind Shareholders that physical attendance in person at the 2020 AGM is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the Chairman of the 2020 AGM as their proxy and submit their form of proxy as early as possible. The form of proxy can be downloaded from the Company's website ([www.mtr.com.hk](http://www.mtr.com.hk)) or the Stock Exchange's website.

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the 2020 AGM.

Whether or not you are able to attend the 2020 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 18 May 2020 (Hong Kong time) (being at least 48 hours before the time for holding the 2020 AGM). Completion and delivery of the proxy form will not preclude you from attending, and voting in person at the 2020 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 Cantonese, Putonghua, English and sign language interpretation will be provided at the 2020 AGM. If any eligible attendees need any other special arrangements to assist them in participating in the 2020 AGM, please contact the Company's Share Registrar's hotline on (852) 2862 8628 on or before 21 April 2020.**

You are reminded not to take items such as large bags, cameras, audio recording equipment or video recorders to the 2020 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 2020 AGM venue before entering.

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

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14 April 2020

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## DEFINITIONS

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

<b>'2019 Annual Report'</b>	means the Company's annual report for the financial year ended 31 December 2019
<b>'2020 AGM'</b>	means the annual general meeting of the Company to be held on Wednesday, 20 May 2020
<b>'AGM'</b>	means the annual general meeting(s) of the Company
<b>'Articles'</b>	means the Articles of Association of the Company
<b>'Board'</b>	means the board of directors of the Company
<b>'Buy-back Mandate'</b>	means the proposed general and unconditional mandate to exercise all the powers of the Company to buy back Shares as more particularly described in Resolution 7 in the Notice
<b>'Companies Ordinance'</b>	means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
<b>'Company'</b>	means MTR Corporation Limited
<b>'Director'</b>	means a member of the Board
<b>'Directors For Re-election'</b>	means the retiring Directors who will offer themselves for re-election at the 2020 AGM
<b>'Executive Directorate'</b>	means the Executive Directorate of the Company
<b>'FSI'</b>	means The Financial Secretary Incorporated
<b>'Group'</b>	means the Company and its Subsidiaries
<b>'HKSAR'</b>	means the Hong Kong Special Administrative Region of the People's Republic of China
<b>'HKSAR Government'</b>	means the Government of the HKSAR
<b>'INED'</b>	means independent non-executive director
<b>'Issue Mandate'</b>	means the proposed general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional Shares as more particularly described in Resolution 6 in the Notice
<b>'Latest Practicable Date'</b>	31 March 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
<b>'Listing Rules'</b>	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
<b>'Model Code'</b>	means the "Model Code for Securities Transactions by Directors of Listed Issuers" as contained in Appendix 10 to the Listing Rules
<b>'NED'</b>	means non-executive director
<b>'Notice'</b>	means the notice of the 2020 AGM as set out in this circular on pages 10 to 14
<b>'Resolution(s)'</b>	means the resolution(s) as set out in the Notice
<b>'SFO'</b>	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
<b>'Shareholder(s)'</b>	means shareholder(s) of the Company
<b>'Shares'</b>	means ordinary shares in the capital of the Company
<b>'Stock Exchange'</b>	means The Stock Exchange of Hong Kong Limited
<b>'Subsidiary(ies)'</b>	means the subsidiary(ies) of the Company

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## LETTER FROM THE CHAIRMAN

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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)**

*Board of Directors:*

Rex Auyeung Pak-kuen (*Chairman*)\*\*

Dr Jacob Kam Chak-pui (*Chief Executive Officer*)

Andrew Clifford Winawer Brandler\*

Walter Chan Kar-lok\*

Dr Pamela Chan Wong Shui\*

Dr Dorothy Chan Yuen Tak-fai\*

Cheng Yan-kee\*

Dr Anthony Chow Wing-kin\*

Dr Eddy Fong Ching\*

James Kwan Yuk-choi\*

Rose Lee Wai-mun\*

Lucia Li Li Ka-lai\*

Jimmy Ng Wing-ka\*

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

14 April 2020

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 OF RETIRING DIRECTORS,  
PROPOSED ELECTION OF A NEW DIRECTOR,  
PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The Notice convening the 2020 AGM is set out in this circular, and a proxy form and the 2019 Annual Report, accompany this circular. Details of the Resolutions to be proposed at the 2020 AGM are set out in the Notice.

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## LETTER FROM THE CHAIRMAN

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### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

At the 2020 AGM, Mr Andrew Clifford Winawer Brandler, Dr Pamela Chan Wong Shui, Dr Dorothy Chan Yuen Tak-fai and Mr Johannes Zhou Yuan will retire from office by rotation pursuant to Articles 91 and 92(a) of the Articles, and will offer themselves for re-election.

Based on the biographical information disclosed to the Company, none of Mr Brandler, Dr Pamela Chan, Dr Dorothy Chan and Mr Zhou hold 7 or more listed company directorships and all 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 Mr Brandler, Dr Pamela Chan, Dr Dorothy Chan and Mr Zhou concerning his/her independence in accordance with the Listing Rules. Accordingly, the Board has resolved that each of Mr Brandler, Dr Pamela Chan, Dr Dorothy Chan and Mr Zhou continues to be independent.

As a Director, each of Mr Brandler, Dr Pamela Chan, Dr Dorothy Chan and Mr Zhou brings his/her 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 Brandler, Dr Pamela Chan, Dr Dorothy Chan and Mr Zhou set out in Appendix 1 explain how each individual contributes to the diversity of the Board. As such, the Board recommends each of them to be re-elected as a Director at the 2020 AGM.

### **PROPOSED ELECTION OF A NEW DIRECTOR**

Pursuant to Article 95(b) of the Articles, the Board recommends Dr Bunny Chan Chung-bun to be appointed as a new Director and relevant Resolution will be proposed at the 2020 AGM. Subject to Dr Bunny Chan being elected by Shareholders at the 2020 AGM, he will hold cross-directorships with Mr Jimmy Ng Wing-ka, an INED of the Company, in light of their common directorships in the Company and Glorious Sun Enterprises Limited. As both of them play an independent non-executive role, their cross-directorships should not have an impact on the independence of either of them with respect to their directorships with the Company. Dr Bunny Chan currently does not hold 7 or more listed company directorships (including the proposed appointment to the Board). The Company has received a written confirmation from him concerning his independence as an INED of the Company in accordance with the Listing Rules. The Company believes that, with his rich experience and active involvement in community services, including youth development, social welfare and district council affairs, he will be a valuable addition to the Board. The biography of Dr Bunny Chan set out in Appendix 1 explains how he will contribute to the diversity of the Board. Subject to Dr Bunny Chan being elected as a new Director at the 2020 AGM, he will be an INED of the Company with effect from the conclusion of the 2020 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 of retiring Director(s) and election of a new Director 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](http://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 2020 AGM. Two Resolutions will therefore be proposed at the 2020 AGM to renew the grant of the general mandates as described below:

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## LETTER FROM THE CHAIRMAN

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- The purpose of the Issue Mandate (i.e. Resolution 6) is to provide the Board with a mandate to allot and issue new Shares up to ten per cent. of the aggregate number of Shares in issue as at the date of passing Resolution 6 (subject to adjustment in accordance with Resolution 6), during the Relevant Period (as defined in Resolution 6). 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 6). 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 7) 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 7 (subject to adjustment in accordance with Resolution 7), during the Relevant Period (as defined in Resolution 7). 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 7) at the 2020 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.

### **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 2020 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 2020 AGM. The poll results will be published on the Company’s website ([www.mtr.com.hk](http://www.mtr.com.hk)) and on the Stock Exchange’s website.

### **RECOMMENDATION**

The Directors consider that the proposed Resolutions set out in the Notice are in the best interests of the Company and the Shareholders as a whole, and, accordingly, the Directors recommend the Shareholders to vote in favour of the proposed Resolutions. The FSI, the Company’s majority Shareholder which holds approximately 75.25 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,  
**Rex Auyeung Pak-kuen**  
*Chairman*

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

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### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, unless otherwise disclosed below in relation to the Directors For Re-election: (1) none of them is related to any other Directors, senior management or substantial or controlling Shareholder of the Company; (2) 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.

#### **Andrew Clifford Winawer Brandler** (Age 63)

Positions held with the Group : INED  
Risk Committee (Chairman)  
Audit Committee (Member)

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

Emoluments : HK\$500,000 gross per annum\*

Mr Brandler has been a member of the Board since May 2017. He has extensive experience in both the private and public sectors, in particular, in the public utility sector. Mr Brandler is the chairman of Sir Elly Kadoorie & Sons Limited. He was formerly the group managing director and chief executive officer of CLP Holdings Limited from 2000 to 2013, an executive director between October 2013 and April 2014, and currently is a non-executive director of that company. Mr Brandler is also the non-executive deputy chairman of The Hongkong and Shanghai Hotels, Limited, and a non-executive director of Tai Ping Carpets International Limited. He is also currently the Chairman of the Board of Governors of the Chinese International School.

Prior to joining CLP Holdings Limited in 2000, Mr Brandler was an investment banker, his last position being Head of Asia Pacific Corporate Finance at Schroders based in Hong Kong. He is the former chairman of The Hong Kong General Chamber of Commerce and a member of the Operations Review Committee of the Independent Commission Against Corruption.

Mr Brandler is a member of The Institute of Chartered Accountants in England and Wales. He holds a Bachelor of Arts (subsequently Master of Arts) degree in Modern and Medieval Languages from the University of Cambridge, United Kingdom and a Master of Business Administration degree from Harvard Business School, United States of America.

Mr Brandler entered into a three years' service contract with the Company in 2017, under which his term of office as an INED will last up to 16 May 2020. The Company intends to enter into a new service contract with Mr Brandler, under which the term of his office as an INED will commence from 17 May 2020 and last up to 20 May 2020 (if Mr Brandler is not re-elected at the 2020 AGM), or the earlier of the date on which he will retire again by rotation under the Articles and 16 May 2023 (if Mr Brandler is re-elected at the 2020 AGM).

#### **Dr Pamela Chan Wong Shui** (Age 73)

Positions held with the Group : INED  
Nominations Committee (Chairman)  
Corporate Responsibility Committee (Member)

Interests in Shares within the meaning of Part XV : 10,747 Shares  
of the SFO as at the Latest Practicable Date

Emoluments : HK\$470,000 gross per annum\*

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

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Dr Pamela Chan has been a member of the Board since July 2013. She has extensive experience in public and community service. Dr Pamela Chan is chairman of The Insurance Complaints Bureau, vice-chairman of The Boys' and Girls' Clubs Association of Hong Kong, an independent director of the Travel Industry Council of Hong Kong, a member of the Judicial Officers Recommendation Commission and the Private Columbaria Appeal Board, chairman of the Advisory Committee of the Department of Social Behavioural Sciences of City University of Hong Kong and a member of the board of The Community Chest of Hong Kong. She is also currently patron of Consumers International.

Dr Pamela Chan was chief executive of the Consumer Council, chairman of Hong Kong Deposit Protection Board, deputy chairman of the Hong Kong Baptist University Council and the Court, chairman of the governing committee of Princess Margaret Hospital, and a member of the Law Reform Commission of Hong Kong, Hospital Authority, The Hong Kong Housing Authority and Estate Agents Authority.

Dr Pamela Chan is a graduate and an Honorary Fellow of The Chinese University of Hong Kong, and was awarded a Doctor of Social Sciences, *honoris causa*, by the Hong Kong Baptist University. She holds a Bachelor of Laws degree from Peking University.

Dr Pamela Chan entered into a three years' service contract with the Company in 2017, under which her term of office as an INED will last up to 7 May 2020. The Company intends to enter into a new service contract with Dr Pamela Chan, under which the term of her office as an INED will commence from 8 May 2020 and last up to 20 May 2020 (if Dr Pamela Chan is not re-elected at the 2020 AGM), or the earlier of the date on which she will retire again by rotation under the Articles and 7 May 2023 (if Dr Pamela Chan is re-elected at the 2020 AGM).

### **Dr Dorothy Chan Yuen Tak-fai** (Age 70)

Positions held with the Group : INED  
Remuneration Committee (Chairman)  
Capital Works 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\$500,000 gross per annum\*

Dr Dorothy Chan has been a member of the Board since July 2013. She has extensive experience in the HKSAR Government, the logistics and transportation sectors. Dr Dorothy Chan is currently the Deputy Director (Administration and Resources), Head of Centre for Logistics & Transport and advisor of International College of HKU School of Professional and Continuing Education, and a council member of HKU SPACE Po Leung Kuk Stanley Ho Community College. She is an independent non-executive director of AMS Public Transport Holdings Limited, the chairperson of the Sustainable Agricultural Development Fund Advisory Committee, a director of TWGHs E-Co Village Limited, a Strategy Advisor to the Serco Group (HK) Limited, a member of the Board of Governors of the Hong Kong Institute for Public Administration, and the Global Chairperson and a Global Advisor for Women in Logistics and Transport of the Chartered Institute of Logistics and Transport ('CILT').

Dr Dorothy Chan was a board member of the Logistics and Supply Chain MultiTech R&D Centre Limited, a member of the Social Welfare Advisory Committee and the Advisory Council on Environment of the HKSAR Government, and the International President of CILT. She was previously the Deputy Commissioner for Transport of Government from 1995 to 2002. From 2000 to 2002, Dr Dorothy Chan was the Alternate Director to the office of the Commissioner for Transport, a NED of the Company.

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

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Dr Dorothy Chan is an Honorary Fellow of CILT. She holds a Bachelor of Social Sciences degree, a Master of Social Sciences degree in Public Administration and a Doctor of Philosophy degree from The University of Hong Kong.

Dr Dorothy Chan entered into a three years' service contract with the Company in 2017, under which her term of office as an INED will last up to 7 May 2020. The Company intends to enter into a new service contract with Dr Dorothy Chan, under which the term of her office as an INED will commence from 8 May 2020 and last up to 20 May 2020 (if Dr Dorothy Chan is not re-elected at the 2020 AGM), or the earlier of the date on which she will retire again by rotation under the Articles and 7 May 2023 (if Dr Dorothy Chan is re-elected at the 2020 AGM).

### **Johannes Zhou Yuan** (Age 64)

Positions held with the Group : INED  
Audit Committee (Member)  
Risk 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\*

Mr Zhou has been a member of the Board since May 2017. He has rich experience in the financial sector in Hong Kong, the Mainland of China and the United States of America. Mr Zhou is an independent director of Citibank (China) Co., Ltd.

Mr Zhou retired in June 2016 as Chief Strategic Officer of China Investment Corporation ('CIC'). He joined CIC in 2008 and held a variety of portfolios of responsibilities including alternative assets, direct investments, asset allocation, and finance/treasury. Prior to that, Mr Zhou led Asia business development at Chicago Mercantile Exchange. From 2001 to 2005, he worked as a financial researcher and consultant, working on assignments ranging in asset management, private equity, hedge funds, risk models, financial software architecture, and financial market reform, with consulting work done for China Securities Regulatory Commission, Shanghai Futures Exchange, as well as a number of western firms. From 1998 to 2001, Mr Zhou was chief executive officer of HKFE Clearing Corporation Limited and concurrently chief financial officer of Hong Kong Futures Exchange Limited, responsible for the Exchange's finance, treasury, risk and clearing functions. He was UBS AG's China country head from 1994 to 1998, responsible for the bank's investment banking, commercial banking, asset management and private banking businesses in China. From 1988 to 1994, Mr Zhou worked at State Street Bank in Boston where he founded and managed the research department. Prior to that, he taught at Brandeis University, United States of America.

Mr Zhou was educated at Peking University, the Mainland of China and Brandeis University, United States of America.

Mr Zhou entered into a three years' service contract with the Company in 2017, under which his term of office as an INED will last up to 16 May 2020. The Company intends to enter into a new service contract with Mr Zhou, under which the term of his office as an INED will commence from 17 May 2020 and last up to 20 May 2020 (if Mr Zhou is not re-elected at the 2020 AGM), or the earlier of the date on which he will retire again by rotation under the Articles and 16 May 2023 (if Mr Zhou is re-elected at the 2020 AGM).

\* *The total emoluments of Mr Brandler, Dr Pamela Chan, Dr Dorothy Chan and Mr Zhou are set out in 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 page 126 of the 2019 Annual Report.*



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

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### PROPOSED ELECTION OF A NEW DIRECTOR

As at the Latest Practicable Date, unless otherwise disclosed below in relation to Dr Bunny Chan Chung-bun: (1) he is not related to any other Directors, senior management or substantial or controlling Shareholder of the Company; (2) 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 Bunny Chan Chung-bun** (Age 62)

Proposed positions to be held with the Group : INED  
Corporate Responsibility Committee (Member)

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

Proposed emoluments : HK\$360,000 gross per annum<sup>#</sup>

Dr Bunny Chan has over 30 years of experience in the garment industry and is the founder and chairman of Prospectful Holdings Limited. He is an INED of Li Ning Company Limited, Great Harvest Maeta Group Holdings Limited, Speedy Global Holdings Limited and Glorious Sun Enterprises Limited. Dr Bunny Chan is currently a member of the Hong Kong delegation to the National People's Congress of the People's Republic of China and the Council for Sustainable Development. He is also the chairman and a founding member of the Hong Kong Army Cadets Association, the President of Kowloon Federation of Association, a member of the Court of The Open University of Hong Kong, and an advisor to Our Hong Kong Foundation.

Dr Bunny Chan was appointed to the Commission on Youth in 2004 and was the chairman from 2009 to 2015. He set up the Hong Kong Association of Youth Development in 2007 and was the former chairman of the Kwun Tong District Council and the vice-chairperson of the Community Care Fund Task Force of the Commission on Poverty. Dr Bunny Chan also served on the Financial Reporting Council, the Social Welfare Advisory Committee, and the Personal Data (Privacy) Advisory Committee.

Dr Bunny Chan was conferred Doctor of Business Administration, *honoris causa*, by The Open University of Hong Kong in 2013. He was awarded the Bronze, Silver and Gold Bauhinia Star medals in 2004, 2009 and 2014 respectively and was appointed a Justice of the Peace in 2002.

Subject to Shareholders' approval of the election of Dr Bunny Chan at the 2020 AGM, it is proposed that Dr Bunny Chan will enter into a three years' service contract with the Company, under which the term of his office as an INED will commence on 20 May 2020 and last up to the earlier of the date on which he will retire again by rotation under the Articles and 19 May 2023.

<sup>#</sup> *The total emolument of Dr Bunny Chan will be set out in his service contract and is determined by the Board. The basis of determining the NEDs' and INEDs' emoluments is set out in the 'Remuneration Committee Report' on page 126 of the 2019 Annual Report.*

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## APPENDIX 2 – EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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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 2020 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 6,158,321,911. On the basis of the 6,158,321,911 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 615,832,191 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 7) at the 2020 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 2019 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.

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## APPENDIX 2 – EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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### 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.

### 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:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2019</b>		
April	49.50	46.30
May	49.00	45.70
June	52.90	47.40
July	55.75	51.45
August	51.90	45.00
September	48.10	43.65
October	45.75	42.55
November	46.25	42.50
December	47.20	42.85
<b>2020</b>		
January	47.80	43.80
February	45.90	43.05
March*	43.90	38.00

\* 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**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, 20 May 2020 at 11:30 a.m. ('**2020 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 2019.
- (2) To declare a final dividend for the year ended 31 December 2019.
- (3) To re-elect retiring members of the Board of Directors of the Company:
  - (a) Mr Andrew Clifford Winawer Brandler ;
  - (b) Dr Pamela Chan Wong Shui;
  - (c) Dr Dorothy Chan Yuen Tak-fai; and
  - (d) Mr Johannes Zhou Yuan.
- (4) To elect Dr Bunny Chan Chung-bun as a new member of the Board of Directors of the Company.
- (5) 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:

- (6) **'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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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,

shall not exceed ten per cent. of the aggregate number of Shares in issue as at the date of passing this Resolution 6 (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 (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution 6), 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 6:
  - (i) 'Relevant Period' means the period from (and including) the date of passing this Resolution 6 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 6 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 6; 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.'

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## NOTICE OF ANNUAL GENERAL MEETING

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(7) **'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 7 (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 (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution 7), and the said approval shall be limited accordingly; and
- (C) for the purpose of this Resolution 7:
- (i) 'Relevant Period' means the period from (and including) the passing of this Resolution 7 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 7 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.'

By Order of the Board  
**Gillian Elizabeth Meller**  
Company Secretary

Hong Kong, 14 April 2020

*Members of the Board:* Rex Auyeung Pak-kuen (*Chairman*)\*\*, Dr Jacob Kam Chak-pui (*Chief Executive Officer*), Andrew Clifford Winawer Brandler\*, Walter Chan Kar-lok\*, Dr Pamela Chan Wong Shui\*, Dr Dorothy Chan Yuen Tak-fai\*, Cheng Yan-kee\*, Dr Anthony Chow Wing-kin\*, Dr Eddy Fong Ching\*, James Kwan Yuk-choi\*, Rose Lee Wai-mun\*, Lucia Li Li Ka-lai\*, Jimmy Ng Wing-ka\*, 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, Adi Lau Tin-shing, Roger Francis Bayliss, Margaret Cheng Wai-ching, Linda Choy Siu-min, Dr Peter Ronald Ewen, Herbert Hui Leung-wah, Dr Tony Lee Kar-yun, Gillian Elizabeth Meller, 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notes:

1. Considering the outbreak of the coronavirus (COVID-19), certain measures will be implemented at the 2020 AGM with a view to addressing the risk to attendees of infection, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check; (b) complete a health declaration (a copy of the form is enclosed with this circular), which may be used for contact tracing, if required; and (c) wear surgical masks prior to admission to the 2020 AGM venue; (ii) attendees who are subject to health quarantine prescribed by the HKSAR Government not being admitted to the 2020 AGM venue; (iii) all attendees being required to wear surgical masks throughout the 2020 AGM; (iv) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (v) no refreshment packs or coffee/tea being provided. Instead, the Company will make a donation to a non-profit making organisation. The Company reminds attendees that they should carefully consider the risks of attending the 2020 AGM, taking into account their own personal circumstances.

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the 2020 AGM.

2. 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'). The Company would like to remind Shareholders that physical attendance in person at the 2020 AGM is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the Chairman of the 2020 AGM as their proxy and submit their form of proxy as early as possible. The form of proxy can be downloaded from the Company's website ([www.mtr.com.hk](http://www.mtr.com.hk)) or the Stock Exchange's website.
3. 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 18 May 2020, 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.**
4. **Entitlement to attend, speak and vote at the 2020 AGM:** The register of members of the Company ('Register of Members') will be closed from Thursday, 14 May 2020 to Wednesday, 20 May 2020 (both dates inclusive), during which time no transfers of shares in the Company ('Shares') will be effected. To be eligible to attend, speak and vote at the 2020 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, 13 May 2020.

**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.

5. The Board has recommended to pay a final dividend for the year ended 31 December 2019 (the 'Final Dividend') of HK\$0.98 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 2020, to those Shareholders whose names appear on the Register of Members as at the close of business on 29 May 2020. In addition, the Company plans to send a circular on or about 8 June 2020 to the Shareholders whose names appeared on the Register of Members as at the close of business on 29 May 2020, 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 29 May 2020 (except for those 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 instead of cash in respect of some or all of their Final Dividend.
6. **Entitlement to Final Dividend:** The Register of Members will be closed from Tuesday, 26 May 2020 to Friday, 29 May 2020 (both dates inclusive), during which time no transfers 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, 25 May 2020.

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## NOTICE OF ANNUAL GENERAL MEETING

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7. In relation to Resolution 3, four retiring directors will offer themselves for re-election. Mr Andrew Clifford Winawer Brandler, Dr Pamela Chan Wong Shui, Dr Dorothy Chan Yuen Tak-fai and Mr Johannes Zhou Yuan will retire from office by rotation at the 2020 AGM pursuant to Articles 91 and 92(a) of the Articles of Association of the Company ('Articles'), and will offer themselves for re-election. The details of the retiring directors who will offer themselves for re-election are set out in Appendix 1 to the circular containing this notice.
8. In relation to Resolution 4, approval is being sought from Shareholders to elect Dr Bunny Chan Chung-bun as a new member of the Board. Details of Dr Bunny Chan are set out in Appendix 1 to the circular containing this notice. The Company has received a confirmation from him 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 Dr Bunny Chan is elected as a new member of the Board, he will become an INED of the Company.
9. By Resolution 6, approval is being sought from the Shareholders, as a general mandate in compliance with section 141 of the Companies Ordinance (Chapter 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 6 (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 scrip dividend scheme approved by the Shareholders at the Company's 2019 annual general meeting.
10. In relation to Resolution 7, 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.
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 2020 AGM will start at or around 10:30 a.m. on 20 May 2020.
13. If a Typhoon Warning Signal No. 8 or above is hoisted or a Black Rainstorm Warning is in force, or "extreme conditions" resulting from a typhoon or a rainstorm are announced by the HKSAR Government at or any time between 9:30 a.m. and 11:30 a.m. on the date of the 2020 AGM, the 2020 AGM may be adjourned to a later date and/or time as determined by the Company.  
  
If the 2020 AGM is adjourned, the Company will, if required, post an announcement on the Company's website ([www.mtr.com.hk](http://www.mtr.com.hk)) and on the Stock Exchange's website to notify the Shareholders that the 2020 AGM has been adjourned (however, a failure to post such a notice shall not affect the adjournment of the 2020 AGM). Shareholders may also telephone the Share Registrar's hotline on (852) 2862 8648 to enquire about the holding of the 2020 AGM or the adjourned 2020 AGM, if applicable.  
  
When the date, time and location of the adjourned 2020 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 2020 AGM. The 2020 AGM will still be held as scheduled when an Amber or Red Rainstorm Warning signal and/or a Typhoon Warning Signal No. 3 or below is in force.
14. The Company is committed to making available meeting facilities to enable all eligible attendees to be able to participate in the annual general meeting. As such, simultaneous Cantonese, Putonghua, English and sign language interpretation will be provided at the 2020 AGM. If any eligible attendees need any other special arrangements to assist them in participating in the 2020 AGM, please contact the Share Registrar's hotline on (852) 2862 8628 on or before 21 April 2020.
15. This notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.
16. References to time and dates in this document are to Hong Kong time and dates.





**MTR CORPORATION LIMITED (the “Company”)**  
**香港鐵路有限公司（「本公司」）**

**2020年周年成員大會（「大會」）2020 ANNUAL GENERAL MEETING (“AGM”)**  
**健康申報表 HEALTH DECLARATION FORM**

經考慮近期新型冠狀病毒（2019冠狀病毒病）的疫情，本公司於大會實施防疫措施及特別安排旨在針對出席人士受感染的風險。敬請閣下如實填寫以下表格，並交回於大會股東登記櫃檯的工作人員。

Considering the recent outbreak of the coronavirus (COVID-19), the Company will implement precautionary measures and special arrangements at the AGM with a view to addressing the risk to attendees of infection. **Please complete this form to the best of your knowledge and return it to the staff at the registration counters at the AGM venue.**

如閣下(i)出現甲部所列出的任何一項症狀或(ii)於乙部的任何問題的回答為「是」，閣下可能不會獲准進入大會會場。  
 If (i) you have any of the symptoms as set out in Part A, or (ii) your answer to any of the questions under Part B is “YES”, you may not be admitted to the AGM venue.

**甲部 Part A**（請圈選適用的症狀 Please circle as appropriate）

閣下是否有以下任何症狀？Do you have any of the following symptoms?		
發燒 Fever	咽喉痛 Sore Throat	氣促 Shortness of Breath
咳嗽 Cough	呼吸困難 Breathing Difficulty	

**乙部 Part B**（請圈選適用的答案 Please circle as appropriate）

在過去14日內，In the past 14 days,		
(i) 閣下曾否到訪香港以外地方？ Did you <b>travel outside Hong Kong</b> ?	是 Yes	否 No
(ii) 閣下是否曾經或現正接受香港衛生署的強制檢疫或醫學監察安排？ Have you ever been under <b>compulsory quarantine or medical surveillance order</b> by the Department of Health of Hong Kong?	是 Yes	否 No
(iii) 閣下是否與2019冠狀病毒病的確診者及／或疑似確診者曾有或現有密切接觸的人士#？ Have you ever been in <b>close contact# with confirmed case(s) and/or probable case(s)</b> of COVID-19 patient(s)?	是 Yes	否 No
(iv) 閣下是否曾經或現在與正在接受家居檢疫的人士同住？ Have you ever <b>lived with any person under home quarantine</b> ?	是 Yes	否 No

# 指從(a)疑似病例或确诊病例症狀出現前2天開始；或(b)無症狀感染者標本採樣前2天開始，未採取有效防護與其有近距離接觸的人士。  
 Refers to any person who has not taken effective protection and has been in close contact with (a) probable case(s) or confirmed case(s) 2 days before the symptoms onset; or (b) asymptomatic infected person(s) 2 days before the sampling.

本人聲明以上申報內容全部屬實。 I declare that all the above information is true.

簽名： \_\_\_\_\_  
 Signature: \_\_\_\_\_

日期： \_\_\_\_\_  
 Date: \_\_\_\_\_

收集個人資料聲明：閣下須提供在此表格中收集的所有資料，以用於本公司預防傳染病發生或傳播相關之工作。若閣下未能提供所有資料，本公司將無法評估閣下是否適合出席大會，而閣下將可能不會獲准進入大會會場。所有資料只會在閣下同意或在《個人資料(私隱)條例》允許的情況下，向其他人士或機構作出披露。所有收集的資料將在大會結束後21天內銷毀。閣下有權按照《個人資料(私隱)條例》要求查閱及／或更正閣下的個人資料，而有關要求須以書面形式向本公司(地址：香港九龍灣德福廣場港鐵總部大樓)提出。

Personal Information Collection Statement: Your supply of all information collected in this form is required for the purpose of the Company's prevention of the occurrence or spread of Infectious Diseases. If you fail to provide the information, the Company will not be able to assess your suitability to attend the AGM and you may not be granted access to the AGM venue. The information will only be disclosed to other parties or authorities with your consent or where it is permitted under the Personal Data (Privacy) Ordinance. All information collected will be destroyed in 21 days after the AGM. You have the right to request access to and/or correction of your personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, and any such request should be made in writing and addressed to the Company at MTR Headquarters Building, Telford Plaza, Kowloon Bay, Hong Kong.