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

Hybrid meeting

The 2023 AGM will be held as a hybrid meeting, whereby Shareholders may participate in the Meeting physically or through an online platform. Shareholders (or proxies) who wish to participate in the Meeting through the online platform, please refer to the letter dated 14 April 2023 in yellow sent together with this circular for relevant details.

Notice of the 2023 AGM

The Notice convening the 2023 AGM to be held at Rotunda 3 (6/F), Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Wednesday, 24 May 2023 at 11:30 a.m. is set out in this circular.

Whether or not you are able to attend the 2023 AGM physically or through the online platform, 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 22 May 2023 (Hong Kong time) (being at least 48 hours before the time for holding the Meeting). Completion and delivery of the proxy form will not preclude you from attending, and voting in person at the Meeting or at any adjourned meeting thereof (whether physically or through the online platform) if you so wish.

Safety measures and other meeting facilities

In order to provide all participants a safe and suitable environment and to enable all eligible attendees to be able to participate in the 2023 AGM, the following safety measures and meeting facilities will be implemented/ provided:

- (1) **Safety measures** - Certain safety measures will be implemented at the venue of the Meeting, the details of which are set out in Note 2 to the Notice in this circular.
- (2) **Security check** - Bag checks may be conducted at the main entrance of the venue. Unauthorized audio and/or video recording is strictly forbidden at the Meeting. Shareholders are reminded that any large objects (e.g. luggage, bags, audio/video equipment) and items which may be deemed dangerous may be prohibited from being brought into the Meeting venue. Shareholders may be requested to leave all such items at the entrance of the Meeting venue.
- (3) **Other meeting facilities** - Simultaneous Cantonese, Putonghua, English and sign language interpretation will be provided at the Meeting. If any eligible attendees need any other meeting facilities to assist them in participating in the Meeting, please contact the Company's Share Registrar's hotline on (852) 2862 8628 on or before 24 April 2023.

DEFINITIONS

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

'2022 Annual Report'	means the Company's annual report for the financial year ended 31 December 2022
'2023 AGM' or 'Meeting'	means the annual general meeting of the Company to be held on Wednesday, 24 May 2023
'AGM(s)'	means the annual general meeting(s) of the Company
'Articles'	means the Articles of Association of the Company
'Board'	means the board of directors of the Company
'Buy-back Mandate'	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 8 in the Notice
'Companies Ordinance'	means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
'Company'	means MTR Corporation Limited
'Director(s)'	means member(s) of the Board
'Directors For Re-election'	means the retiring Directors who will offer themselves for re-election at the 2023 AGM
'Executive Directorate'	means the Executive Directorate of the Company
'FSI'	means The Financial Secretary Incorporated
'Group'	means the Company and its Subsidiaries
'HKSAR'	means the Hong Kong Special Administrative Region of the People's Republic of China
'HKSAR Government'	means the Government of the HKSAR
'INED'	means independent non-executive director
'Issue Mandate'	means the proposed general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional Shares as more particularly described in Resolution 7 in the Notice
'Latest Practicable Date'	30 March 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
'Listing Rules'	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
'Model Code'	means the "Model Code for Securities Transactions by Directors of Listed Issuers" as contained in Appendix 10 to the Listing Rules
'NED'	means non-executive director
'Notice'	means the notice of the 2023 AGM as set out in this circular on pages 12 to 18
'Resolution(s)'	means the resolution(s) as set out in the Notice
'SFO'	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
'Shareholder(s)'	means shareholder(s) of the Company
'Shares'	means ordinary shares in the capital of the Company
'Stock Exchange'	means The Stock Exchange of Hong Kong Limited
'Subsidiary(ies)'	means 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:

Dr Rex Auyeung Pak-kuen (*Chairman*)**
Dr Jacob Kam Chak-pui (*Chief Executive Officer*)
Andrew Clifford Winawer Brandler*
Dr Bunny Chan Chung-bun*
Walter Chan Kar-lok*
Dr Pamela Chan Wong Shui*
Dr Dorothy Chan Yuen Tak-fai*
Cheng Yan-kee*
Hui Siu-wai *
Sunny Lee Wai-kwong*
Dr Rose Lee Wai-mun*
Jimmy Ng Wing-ka*
Carlson Tong*
Adrian Wong Koon-man*
Johannes Zhou Yuan*
Christopher Hui Ching-yu (*Secretary for Financial Services and the Treasury*)**
*Secretary for Transport and Logistics (Lam Sai-hung)***
*Permanent Secretary for Development (Works) (Ricky Lau Chun-kit)***
*Commissioner for Transport (Rosanna Law Shuk-pui)***

* *INED* ** *NED*

Registered Office:

MTR Headquarters Building
Telford Plaza
Kowloon Bay
Kowloon
Hong Kong

14 April 2023

To: the Shareholders 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 NEW DIRECTORS,
PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The Notice convening the 2023 AGM is set out in this circular and a proxy form and the 2022 Annual Report accompany this circular. Details of the Resolutions to be proposed at the 2023 AGM are set out in the Notice.

LETTER FROM THE CHAIRMAN

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

At the 2023 AGM, Mr Andrew Clifford Winawer Brandler, Dr Bunny Chan Chung-bun and Dr Dorothy Chan Yuen Tak-fai will retire from office by rotation pursuant to Articles 91 and 92(a) of the Articles, and will offer themselves for re-election at the 2023 AGM.

Dr Pamela Chan Wong Shui and Mr Johannes Zhou Yuan, both of whom will have served on the Board for over 9 years and 6 years respectively (as at the date of the 2023 AGM), have informed the Company that they will retire after the conclusion of the 2023 AGM and will not stand for re-election.

In respect of the proposed re-election of Dr Dorothy Chan, the Nominations Committee has considered the relevant independence assessment guidelines set out in Rule 3.13 of the Listing Rules and formed the view that, notwithstanding that Dr Dorothy Chan has served on the Board for over nine years, she remains independent, taking into account her impartial views and comments expressed during the Board and Board Committees meetings. Dr Dorothy Chan has consistently exercised her independent judgement and demonstrated her professionalism whenever appropriate during her tenure as an INED and the chairman / a Member of relevant Board Committees.

Dr Dorothy Chan has extensive experience in the HKSAR Government and in the logistics and transportation sectors, which are relevant to the Group's business, enabling her to provide objective views and valuable guidance to the Group's strategy and business development over the years.

In addition, Dr Dorothy Chan has also devoted sufficient time to the Company's board affairs. She has an average attendance rate of more than 90% at the meetings of the Board, the Board Committees and AGMs over the past 9 years. At each of the Company's 2014, 2017 and 2020 AGMs, over 99.89% of the votes were in favour of Dr Dorothy Chan's re-election as a Director.

In view of the above, both the Nominations Committee and the Board consider Dr Dorothy Chan remains independent and are not aware of any evidence or circumstances suggesting that the length of her tenure of service has any adverse impact on her independence. In addition, the Nominations Committee and the Board consider that she has devoted sufficient time in performing her director duties and are also of a view that the re-election of Dr Dorothy Chan as an INED is in the best interests of the Company and the Shareholders as a whole. Therefore, the Nominations Committee has recommended to the Board that Dr Dorothy Chan is suitable to stand for re-election as a Director at the 2023 AGM.

In relation to the proposed re-election of Dr Dorothy Chan, having taken into account her personal wishes and the need to manage succession planning for the Board, it has been agreed that, if re-elected, she will serve for a term of one year (i.e. until the conclusion of the 2024 AGM).

Based on the biographical information disclosed to the Company, none of Mr Brandler, Dr Bunny Chan and Dr Dorothy Chan holds 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 a written confirmation from each of Mr Brandler, Dr Bunny Chan and Dr Dorothy Chan concerning his/her independence as an INED of the Company in accordance with the Listing Rules. Accordingly, the Board has resolved that each of Mr Brandler, Dr Bunny Chan and Dr Dorothy Chan continues to be independent.

As a Director, each of Mr Brandler, Dr Bunny Chan and Dr Dorothy Chan 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 Bunny Chan and Dr Dorothy Chan 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 2023 AGM.

LETTER FROM THE CHAIRMAN

PROPOSED ELECTION OF NEW DIRECTORS

Pursuant to Article 95(b) of the Articles, the Board recommends Ms Sandy Wong Hang-ye and Professor Anna Wong Wai-kwan to be appointed as new Directors and relevant Resolutions will be proposed at the 2023 AGM. Each of Ms Sandy Wong and Professor Anna Wong currently does not hold 7 or more listed company directorships (including their proposed appointment to the Board). Whilst Professor Anna Wong is an INED of Bank of China International Limited, a subsidiary of Bank of China Limited, Mr Sunny Lee Wai-kwong, an INED of the Company, is an INED of two other subsidiaries of Bank of China Limited. As both of Professor Anna Wong and Mr Sunny Lee are not directly involved in the day-to-day operations of the subsidiaries within the Bank of China group for which they are INEDs, the Company believes that their cross-directorships in the Bank of China group should not have an impact on the independence of Professor Anna Wong with respect to her directorship with the Company. The Company has received a written confirmation from each of Ms Sandy Wong and Professor Anna Wong concerning their respective independence as an INED of the Company in accordance with the Listing Rules. The Company believes that with Ms Sandy Wong's extensive experience in the legal profession coupled with her solid experience in serving the public in many different areas and Professor Anna Wong's extensive experience in the banking and financial sectors, as well as the public sector, each of them will be a valuable addition to the Board. The biographies of Ms Sandy Wong and Professor Anna Wong set out in Appendix 1 explain how they will contribute to the diversity of the Board. Subject to Ms Sandy Wong and Professor Anna Wong being elected as new Directors at the 2023 AGM, they will be INEDs of the Company with effect from the conclusion of the 2023 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 new Directors, 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 2023 AGM. Two Resolutions will therefore be proposed at the 2023 AGM to renew the grant of the general mandates as described below:

- The purpose of the Issue Mandate (i.e. Resolution 7) 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 7 (subject to adjustment in accordance with Resolution 7), during the Relevant Period (as defined in Resolution 7). 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 7). 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 8) 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 8 (subject to adjustment in accordance with Resolution 8), during the Relevant Period (as defined in Resolution 8). 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 8) at the 2023 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.

LETTER FROM THE CHAIRMAN

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 2023 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 2023 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 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 74.72 per cent. of all the voting Shares in issue as at the Latest Practicable Date, has informed the Company that it intends to vote in favour of all of the proposed Resolutions.

Yours faithfully,
Dr Rex Auyeung Pak-kuen
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 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 66)

Positions held with the Group : INED
Finance & Investment Committee (Chairman)
Audit & Risk 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 17 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 the vice chairman of the board and 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 2020, under which his term of office as an INED will last up to 16 May 2023. 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 2023 and last up to 24 May 2023 (if Mr Brandler is not re-elected at the 2023 AGM), or the earlier of the date on which he will retire again by rotation under the Articles and 16 May 2026 (if Mr Brandler is re-elected at the 2023 AGM).

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

Dr Bunny Chan Chung-bun (Age 65)

GBM, GBS, SBS, BBS, JP

Positions held with the Group : INED
Environmental & Social Responsibility Committee
(Member)
Finance & Investment Committee (Member)

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

Emoluments : HK\$420,000 gross per annum*

Dr Bunny Chan has been a member of the Board since 20 May 2020. He has rich experience in community services, such as youth development, social welfare and district council matters.

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 independent non-executive director of Li Ning Company Limited, Great Harvest Maeta Group 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. He is also the chairman and a founding member of the Hong Kong Army Cadets Association, a member of the Court of Hong Kong Metropolitan University ("HKMU") (formerly The Open University of Hong Kong ("OUHK")), and an advisor to Our Hong Kong Foundation.

Dr Bunny Chan was formerly an independent non-executive director of Speedy Global Holdings Limited. He was appointed to the Commission on Youth in 2004 and was the chairman from 2009 to 2015. Dr Bunny Chan 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. He also served on the Financial Reporting Council, the Social Welfare Advisory Committee, the Personal Data (Privacy) Advisory Committee, and the Council for Sustainable Development.

Dr Bunny Chan was conferred Doctor of Business Administration, *honoris causa*, by OUHK (now known as HKMU) in 2013.

Dr Bunny Chan entered into a three years' service contract with the Company in 2020, under which his term of office as an INED will last up to 19 May 2023. The Company intends to enter into a new service contract with Dr Bunny Chan, under which the term of his office as an INED will commence from 20 May 2023 and last up to 24 May 2023 (if Dr Bunny Chan is not re-elected at the 2023 AGM), or the earlier of the date on which he will retire again by rotation under the Articles and 19 May 2026 (if Dr Bunny Chan is re-elected at the 2023 AGM).

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

Dr Dorothy Chan Yuen Tak-fai (Age 73)

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 4 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 the International College of the 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, 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, a member of the Commercial Letting Panel under the Board of West Kowloon Cultural District Authority, and the Honorary Fellow and an advisor to the Council of Trustees 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, the chairperson of the Sustainable Agricultural Development Fund Advisory Committee, a member of the Social Welfare Advisory Committee and the Advisory Council on Environment of the HKSAR Government, and the International President, the Global Chairperson and a Global Advisor for Women in Logistics and Transport in 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 Non-executive Director of the Company.

Dr Dorothy Chan 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 2020, under which her term of office as an INED will last up to 7 May 2023. 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 2023 and last up to 24 May 2023 (if Dr Dorothy Chan is not re-elected at the 2023 AGM), or the conclusion of the 2024 AGM (if Dr Dorothy Chan is re-elected at the 2023 AGM).

* *The total emoluments of Mr Brandler, Dr Bunny Chan and Dr Dorothy Chan 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 146 of the 2022 Annual Report.*

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 in relation to Ms Sandy Wong Hang-ye and Professor Anna Wong Wai-kwan : (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.

Sandy Wong Hang-ye (Age 51)

JP

Proposed positions to be held with the Group : INED
Environmental & Social Responsibility Committee
(Member)
Technology Advisory Panel (Member)

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

Proposed emoluments : HK\$420,000 gross per annum[#]

Ms Sandy Wong is a solicitor admitted to practise in Hong Kong and England and Wales. She is currently a non-executive director of Medialink Group Limited and a consultant at So, Lung & Associates, Solicitors.

Ms Sandy Wong is the chairlady of both the Human Organ Transplant Board and the Enforcement Committee of the Competition Commission. She has also taken up many public duties in serving the community, including acting as a member of each of the Town Planning Board, the Chinese Medicine Practitioners Board, the Audit Committee of West Kowloon Cultural District Authority, the Hong Kong Council on Smoking and Health, the Competition Commission, the Hong Kong Advisory Council on AIDS, the HKSAR Election Committee and the Mandatory Provident Fund Schemes Appeal Board.

Ms Sandy Wong was formerly a consultant and the Head of Legal of Maxim's Caterers Limited, a consultant at Liao, Ho & Chan, Solicitors & Notaries, the council and court member of the Hong Kong Baptist University and the Past President of the Hong Kong Federation of Women Lawyers Limited.

Ms Sandy Wong holds a Bachelor of Laws degree from the City University of Hong Kong and a Master of Law (Commercial and Corporate Law) degree from the University of London (King's College), and obtained her postgraduate qualifications in law from The University of Hong Kong.

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

Professor Anna Wong Wai-kwan (Age 63)

Proposed positions to be held with the Group : INED
Audit & Risk Committee (Member)
Nominations Committee (Member)

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

Proposed emoluments : HK\$450,000 gross per annum[#]

Professor Anna Wong is a Professor of Practice in Finance at the Faculty of Business and Economics and the Program Director of the Bachelor of Finance (Asset Management and Private Banking) at The University of Hong Kong. She teaches financial regulations, compliance and credit risk management at the Faculty.

Professor Anna Wong has extensive experience in banking and finance. She had worked in major financial institutions including Citigroup, HSBC, Credit Suisse, BNP Paribas and the Chase Manhattan Bank, covering private banking, asset management, securities brokerage, corporate and commercial banking, credit and risk management. She was the Head of Private Bank, Greater China at Credit Suisse and the CEO of HSBC Broking Services (Asia) Limited.

Professor Anna Wong is an independent non-executive director, a member of the Audit Committee and chairlady of the Risk Committee of Bank of China International Limited. She is also a non-executive director of the Insurance Authority, a member of each of the Competition Commission, the Finance Committee of the Housing Authority, the Investment Committee of The Hong Kong Polytechnic University, the Process Review Panel for the Accounting and Financial Reporting Council and the Human Capital Committee of the Financial Services Development Council. She was previously a member of the Advisory Committee of the Securities and Futures Commission, and a director of both of the Hong Kong Securities and Investment Institute and the Hong Kong Securities Association Limited.

Professor Anna Wong is a Senior Fellow of Hong Kong Securities and Investment Institute and a Fellow of St John's College, The University of Hong Kong. She holds a Bachelor of Arts degree from The University of Hong Kong, a Master of Business Administration degree from The Chinese University of Hong Kong and a Juris Doctor degree from The University of Hong Kong.

Subject to Shareholders' approval of the election of Ms Sandy Wong and Professor Anna Wong at the 2023 AGM, it is proposed that each of them will enter into a three years' service contract with the Company, under which the term of her office as an INED will commence on 24 May 2023 and last up to the earlier of the date on which she will retire again by rotation under the Articles and 23 May 2026.

The total emolument of Ms Sandy Wong and Professor Anna Wong will be 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 146 of the 2022 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 2023 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 6,202,060,784. On the basis of the 6,202,060,784 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 620,206,078 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 8) at the 2023 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 2022 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.

APPENDIX 2 – EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2022		
March	42.80	39.35
April	42.75	41.40
May	43.70	41.70
June	43.10	40.65
July	41.90	40.20
August	42.30	39.70
September	40.55	35.30
October	36.95	33.15
November	38.55	34.20
December	41.75	36.20
2023		
January	43.00	40.55
February	42.60	39.15
30 March (Latest Practicable Date)	38.15	37.80

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 as a hybrid meeting at the venue located at Rotunda 3 (6/F), Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong with online access through an online platform on Wednesday, 24 May 2023 at 11:30 a.m. (the '**2023 AGM**') for the purpose of transacting the following business:

ORDINARY BUSINESS

- (1) To receive the audited Financial Statements and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2022.
- (2) To declare a final dividend for the year ended 31 December 2022.
- (3) To re-elect retiring members of the Board of Directors of the Company:
 - (a) Mr Andrew Clifford Winawer Brandler;
 - (b) Dr Bunny Chan Chung-bun; and
 - (c) Dr Dorothy Chan Yuen Tak-fai.
- (4) To elect Ms Sandy Wong Hang-yea as a new member of the Board of Directors of the Company.
- (5) To elect Professor Anna Wong Wai-kwan as a new member of the Board of Directors of the Company.
- (6) To re-appoint KPMG as Auditors of the Company and authorise the Board of Directors of the Company to determine their remuneration.

SPECIAL BUSINESS

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

- (7) **'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;

NOTICE OF ANNUAL GENERAL MEETING

- (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; 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,
- shall not exceed ten per cent. of the aggregate number of Shares in issue as at the date of passing 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;
- (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 7:
- (i) 'Relevant Period' means the period from (and including) the date of passing 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;
 - (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);

NOTICE OF ANNUAL GENERAL MEETING

- (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 7; 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.'
- (8) **'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 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 (Chapter 622 of the Laws of Hong Kong) after the passing of this Resolution 8), and the said approval shall be limited accordingly; and
 - (C) for the purpose of this Resolution 8:
 - (i) 'Relevant Period' means the period from (and including) the passing of 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; 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 2023

NOTICE OF ANNUAL GENERAL MEETING

Members of the Board: Dr Rex Auyeung Pak-kuen (*Chairman*)**, Dr Jacob Kam Chak-pui (*Chief Executive Officer*), Andrew Clifford Winawer Brandler*, Dr Bunny Chan Chung-bun*, Walter Chan Kar-lok*, Dr Pamela Chan Wong Shui*, Dr Dorothy Chan Yuen Tak-fai*, Cheng Yan-kee*, Hui Siu-wai*, Sunny Lee Wai-kwong*, Dr Rose Lee Wai-mun*, Jimmy Ng Wing-ka*, Carlson Tong*, Adrian Wong Koon-man*, Johannes Zhou Yuan*, Christopher Hui Ching-yu (*Secretary for Financial Services and the Treasury*)**, *Secretary for Transport and Logistics (Lam Sai-hung)***, *Permanent Secretary for Development (Works) (Ricky Lau Chun-kit)*** and *Commissioner for Transport (Rosanna Law Shuk-pui)***

Members of the Executive Directorate: Dr Jacob Kam Chak-pui, Margaret Cheng Wai-ching, Linda Choy Siu-min, Carl Michael Devlin, Herbert Hui Leung-wah, Dr Tony Lee Kar-yun, Gillian Elizabeth Meller, David Tang Chi-fai, Sammy Wong Kwan-wai and Jeny Yeung Mei-chun

* *independent non-executive director*

** *non-executive director*

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. **The 2023 AGM will be held as a hybrid meeting, whereby shareholders of the Company ('Shareholders') may participate in the meeting physically or through an online platform. Shareholders (or proxies) who wish to participate in the Meeting through the online platform, please refer to the letter dated 14 April 2023 in yellow sent together with this circular for relevant details.**
2. Certain safety measures will be implemented at the venue of the 2023 AGM including, without limitation: (i) all attendees being required to wear surgical masks (subject to the applicable legal requirements in force at the time); (ii) seats available for physical attendees being limited, with all other attendees able to attend the meeting online via the online platform; and (iii) eligible attendees having the option to submit questions in advance to the company by visiting the Company's website (www.mtr.com.hk) **starting from 9:00 a.m. on 14 April 2023 and until 12:00 noon on 18 May 2023**. Both physical and virtual attendees will also be able to raise questions (either through the online platform or at the meeting venue) during the Q&A session. The Company will endeavour to answer as many relevant questions as possible at the meeting within the time allotted and, for questions which have not been dealt with at the meeting, the Company will address them afterwards as far as possible.

Any material change in the meeting arrangements will be announced closer to the date of the 2023 AGM.

3. A Shareholder entitled to attend, speak and vote at the meeting convened by the above notice is entitled to appoint a proxy (or proxies) to attend, speak and, on a poll, vote instead of him. A proxy need not be a Shareholder. Given the limited capacity of the meeting venue, the Company would like to remind Shareholders that physical attendance in person at the 2023 AGM is not necessary for the purpose of exercising their voting rights and recommends Shareholders to participate in the 2023 AGM through the online platform provided or 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) or the Stock Exchange's website.
4. To be valid, a proxy form must be completed and delivered to Computershare Hong Kong Investor Services Limited ('**Share Registrar**'), as soon as possible and in any event by 11:30 a.m. on 22 May 2023, 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.

Address for delivering the completed proxy form:	Computershare Hong Kong Investor Services Limited 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
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5. **Completion and delivery of a proxy form will not preclude a Shareholder from attending in person and voting at the meeting or any adjournment thereof (whether physically or through the online platform) 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 (whether physically or through the online platform).**
6. **Entitlement to attend, speak and vote at the 2023 AGM:** The register of members of the Company ('**Register of Members**') will be closed from Thursday, 18 May 2023 to Wednesday, 24 May 2023 (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 2023 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, 17 May 2023.

Address for lodging share transfer documents:	Computershare Hong Kong Investor Services Limited 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
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7. The Board has recommended to pay a final dividend for the year ended 31 December 2022 (the '**Final Dividend**') of HK\$0.89 per share and, if such dividend is declared by the Shareholders by passing Resolution 2, it is currently expected to be distributed on 18 July 2023, to those Shareholders whose names appear on the Register of Members as at the close of business on 5 June 2023. In addition, the Company plans to send a circular on or about 13 June 2023 to the Shareholders whose names appeared on the Register of Members as at the close of business on 5 June 2023, 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 5 June 2023 (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.

NOTICE OF ANNUAL GENERAL MEETING

8. **Entitlement to Final Dividend:** The Register of Members will be closed from Wednesday, 31 May 2023 to Monday, 5 June 2023 (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 6 above no later than 4:30 p.m. on Tuesday, 30 May 2023.
9. In relation to Resolution 3, three retiring directors will offer themselves for re-election. Mr Andrew Clifford Winawer Brandler, Dr Bunny Chan Chung-bun and Dr Dorothy Chan Yuen Tak-fai will retire from office by rotation at the 2023 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.
10. In relation to Resolution 4 and Resolution 5, approvals are being sought from Shareholders to elect Ms Sandy Wong Hang-ye and Professor Anna Wong Wai-kwan as new members of the Board. Details of Ms Sandy Wong and Professor Anna Wong are set out in Appendix 1 to the circular containing this notice. The Company has received a confirmation from each of them concerning her 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 Ms Sandy Wong and Professor Anna Wong are elected as new members of the Board, they will become INEDs of the Company.
11. By Resolution 7, 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 7 (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 Company's scrip dividend scheme approved by the Shareholders at the Company's 2019 annual general meeting.
12. In relation to Resolution 8, 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.
13. 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 financial statements. The objective of an audit of consolidated financial statements is to enable the auditors to express an opinion as to whether the consolidated financial statements 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 financial statements, taken as a whole, are free from material misstatement.
14. The registration for attending the 2023 AGM will start at or around 10:30 a.m. on 24 May 2023.
15. If a Typhoon Warning Signal No. 8 or above is hoisted or a Black Rainstorm Warning is in force in Hong Kong, 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 2023 AGM, the 2023 AGM may be adjourned to a later date and/or time as determined by the Company.

If the 2023 AGM is adjourned, the Company will, if required, 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 2023 AGM has been adjourned (however, a failure to post such a notice shall not affect the adjournment of the 2023 AGM). Shareholders may also telephone the Share Registrar's hotline on (852) 2862 8648 to enquire about the holding of the 2023 AGM or the adjourned 2023 AGM, if applicable.

When the date, time and location of the adjourned 2023 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 2023 AGM. The 2023 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.

16. 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 2023 AGM. If any eligible attendees need any other meeting facilities to assist them in participating in the 2023 AGM, please contact the Share Registrar's hotline on (852) 2862 8628 on or before 24 April 2023.**

NOTICE OF ANNUAL GENERAL MEETING

17. **If you experience any technical difficulties or require assistance in using the online platform to join the Meeting or during the Meeting, please contact the Share Registrar's hotline on (852) 2862 8646 from 9:00 a.m. to 1:00 p.m. on 24 May 2023. Please note that the hotline cannot help to record your votes on any of the resolutions.**
18. This notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.
19. References to time and dates in this document are to Hong Kong time and dates.