

MTR Corporation Limited

Corporate Responsibility Committee – Terms of Reference

1. Constitution

The Board of MTR Corporation Limited (the “Company”) has resolved to establish a committee of the Board known as the Corporate Responsibility Committee (the “Committee”).

2. Membership

2.1 The members of the Committee shall be appointed by the Board and shall consist of at least three non-executive directors, two of whom shall be independent non-executive directors, and two executive directors of the Company.

2.2 The Chairman of the Committee will be the Chairman of the Company.

3. Attendance at meetings

3.1 Senior Managers of the Sustainability Development Department and Corporate Relations Department shall be standing invitees.

3.2 At the discretion of the Committee, others (including other members of the Board, other members of the Executive Directorate, other managers and other persons external to the Company) might be invited to attend meetings or parts of meetings.

3.3 The Corporate Responsibility Development Manager shall be the Secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of the business of the Committee shall be three members of the Committee of which at least two must be independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of meetings

Meetings will normally be held two times a year. The Chairman at his own discretion or any two members can request a meeting of the Committee.

6. Notice of Meetings

Meetings shall be summoned by the Secretary of the Committee at the direction of the Chairman of the Committee. An agenda and accompanying Committee papers shall be circulated to all members in a timely manner and at least 3 days before the intended date of a Committee meeting insofar as it is practicable. Such papers and related materials shall be in a form and quality as will enable the Committee to make an informed decision on the matters placed before it.

7. Authority

7.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. Its work is advisory to the Board. It is authorised to seek any information it requires from any employee and all employees are required to co-operate with any request made by the Committee.

7.2 The Committee will not be responsible for supervising the performance of executives (nor permitted to do so) and will not be required to become involved in day-to-day operations, management functions or decision-making.

7.3 The Committee is authorised to obtain outside legal or other independent professional advice if it considers this necessary, after consultation with the Chairman of the Board, and to secure the attendance of external professional advisers at its meetings if it considers this necessary.

8. Duties

The duties of the Committee shall be:-

- (a) Recommend to the Board approval of the Corporate Responsibility Policy;
- (b) Monitor and oversee the implementation of the Company's Corporate Responsibility Policy and initiatives;
- (c) Identify emerging Corporate Responsibility issues arising from external trends;
- (d) Review the annual Sustainability Report and recommend endorsement by the Board;
- (e) Provide updates to the Board as required.

9. Reporting procedures

9.1 The members of the Committee shall cause minutes to be made of all resolutions and proceedings of the Committee including the names of all those present and in attendance at meetings of the Committee. Minutes of Committee meetings shall record in sufficient detail the matters considered by the Committee members and decisions reached, including any concerns raised by the Committee members and dissenting views expressed.

9.2 The minutes of Committee meetings shall be circulated by the Secretary of the Committee to all members of the Committee for their comments and record respectively, in both cases within a reasonable time after the Committee meeting is held. Such minutes shall also be made available, if requested, to other members of the Board.

9.3 Except where this would violate legal or regulatory requirements, the Committee shall report back to the Board on its deliberations.

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