



**MTR CORPORATION LIMITED 香港鐵路有限公司**  
(Stock Code: 66)

**PROXY FORM**

**Form of proxy for use by shareholders at the Annual General Meeting of the Company on 4th June, 2009 and at any adjournment thereof**

I/We (Note 1) \_\_\_\_\_  
of (Note 2) \_\_\_\_\_

being the registered holder(s) of (Note 3) \_\_\_\_\_ ordinary shares of HK\$1.00 each  
in the capital of MTR Corporation Limited 香港鐵路有限公司 (the 'Company'), hereby appoint the Chairman of the meeting (Notes 4 and 5) or \_\_\_\_\_  
of \_\_\_\_\_ and/or  
\_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy to attend and, on a poll, vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 4th June, 2009 at 11:30 a.m. and  
at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Company). (Note 6)

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting. Please indicate how you wish your vote(s) to be cast on a poll by ticking  
the appropriate box next to each resolution. (Note 7)

Ordinary Resolutions	For	Against
1. To receive and consider the audited Statement of Accounts and the Reports of the Directors and the Auditors of the Company for the year ended 31st December, 2008.		
2. To declare a final dividend for the year ended 31st December, 2008.		
3. (a) To re-elect Dr. Raymond Ch'ien Kuo-fung as a member of the Board of Directors of the Company.		
(b) To re-elect T. Brian Stevenson as a member of the Board of Directors of the Company.		
4. To re-appoint KPMG as Auditors of the Company and authorise the Board of Directors to determine their remuneration.		
5. Special business: To grant a general mandate to the Board of Directors to allot, issue, grant, distribute and otherwise deal with additional shares in the Company, not exceeding ten per cent. of the issued share capital of the Company at the date of this Resolution (as adjusted).*		
6. Special business: To grant a general mandate to the Board of Directors to purchase shares in the Company, not exceeding ten per cent. of the issued share capital of the Company at the date of this Resolution.*		
7. Special business: Conditional on the passing of Resolutions 5 and 6, to authorise the Board of Directors to exercise the powers to allot, issue, grant, distribute and otherwise deal with additional shares in the Company under Resolution 5 in respect of the aggregate nominal amount of share capital in the Company purchased by the Company.*		
Special Resolution	For	Against
8. Special business: To amend the Articles of Association of the Company to permit the Company to deliver or serve any notice or other document (including any corporate communication) to or on its shareholders by publishing it on a computer network (including the Company's website).*		

Signature \_\_\_\_\_ (Note 8) Dated \_\_\_\_\_, 2009

**NOTES:**

- Full name(s) to be inserted in **BLOCK CAPITALS**.
- Full address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or two proxies to attend instead of you and to vote on your behalf on a poll. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you.
- As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold as you may specify in this proxy form; but the number of proxies so appointed must not exceed two. You are entitled to appoint a proxy of your own choice. If a proxy (or proxies) other than the Chairman of the meeting is preferred, cross out the words 'the Chairman of the meeting' and insert the full name and address of the proxy (or proxies) desired in the space provided. Any changes should be initialled.
- The person appointed as proxy may exercise all the rights conferred on proxies under law, regulation or the Articles of Association of the Company.
- If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his discretion as to whether he votes on that matter and, if so, how. Unless instructed otherwise, your proxy may also vote or abstain from voting as he thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- This proxy form must be signed and dated by the shareholder or his attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholdings, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- To be valid, this proxy form must be completed and delivered to the Company's Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, at least 48 hours before the meeting or adjourned meeting (or 24 hours before a poll is taken, if the poll is not taken on the same day as the meeting or adjourned meeting). If this proxy form is signed under a power of 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 Company's Registrar with this proxy form, except that a power of attorney which has already been registered with the Company need not be so delivered.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.

\* The full text of the Resolution is set out in the Notice of the Annual General Meeting.