

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



MTR CORPORATION LIMITED

香港鐵路有限公司

(the 'Company')

(Incorporated in Hong Kong with limited liability)

(Stock Code: 66)

ANNUAL GENERAL MEETING HELD ON 3RD MAY, 2012 POLL RESULTS

At the Annual General Meeting of the Company held on 3rd May, 2012, a poll was demanded by the Chairman for voting on each of the proposed resolutions. The Company is pleased to announce the results of the poll, which are as follows:

	Ordinary Resolutions	Number of Votes (%)	
		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, 2011.	4,767,272,479 (99.9997%)	16,148 (0.0003%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
2.	To declare a final dividend for the year ended 31st December, 2011.	4,767,214,049 (99.9996%)	19,153 (0.0004%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3.(a)	To re-elect Dr. Raymond Ch'ien Kuo-fung as a member of the Board of Directors of the Company.	4,752,669,847 (99.6943%)	14,571,470 (0.3057%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3.(b)	To re-elect Professor Chan Ka-keung, Ceajer as a member of the Board of Directors of the Company.	4,698,126,883 (99.0331%)	45,869,781 (0.9669%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
3.(c)	To re-elect T. Brian Stevenson as a member of the Board of Directors of the Company.	4,762,422,327 (99.8993%)	4,802,607 (0.1007%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3.(d)	To elect Jay Herbert Walder as a member of the Board of Directors of the Company.	4,764,365,071 (99.9402%)	2,852,092 (0.0598%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
4.	To re-appoint KPMG as Auditors of the Company and authorise the Board of Directors to determine their remuneration.	4,764,834,292 (99.9633%)	1,748,539 (0.0367%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
5.	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). #	4,510,020,146 (94.6033%)	257,278,303 (5.3967%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
6.	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. #	4,767,243,774 (99.9992%)	37,287 (0.0008%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
7.	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. #	4,492,895,377 (94.2442%)	274,397,936 (5.7558%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

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

Notes:

- (1) Number of shares entitling the holder to attend and vote on all the resolutions at the Annual General Meeting: 5,786,294,750 shares.
- (2) Number of shares entitling the holder to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ('Listing Rules') at the Annual General Meeting: Nil.
- (3) Number of shares of holders that are required under the Listing Rules to abstain from voting: Nil.
- (4) Computershare Hong Kong Investor Services Limited, the Company's share registrar, acted as the scrutineer.

By Order of the Board
Gillian Elizabeth Meller
Company Secretary

Hong Kong, 3rd May 2012

As at the date of this announcement:

Members of the Board: Dr. Raymond Ch'ien Kuo-fung (*Chairman*)**, Jay Herbert Walder (*Chief Executive Officer*), Vincent Cheng Hoi-chuen*, Christine Fang Meng-sang*, Edward Ho Sing-tin*, Alasdair George Morrison*, Ng Leung-sing*, Abraham Shek Lai-him*, T. Brian Stevenson*, Professor Chan Ka-keung, Ceajer (Secretary for Financial Services and the Treasury)**, Secretary for Transport and Housing (Eva Cheng)** and Commissioner for Transport (Joseph Lai Yee-tak)**

Members of the Executive Directorate: Jay Herbert Walder, William Chan Fu-keung, Chew Tai Chong, Jacob Kam Chak-pui, Lincoln Leong Kwok-kuen, Gillian Elizabeth Meller, David Tang Chi-fai and Jeny Yeung Mei-chun

* *independent non-executive Director*

** *non-executive Director*

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