



**MTR CORPORATION LIMITED**  
**香港鐵路有限公司**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 66)

**PROXY FORM FOR 2014 ANNUAL GENERAL MEETING**

I/We (Note 1) \_\_\_\_\_  
of (Note 2) \_\_\_\_\_  
being the registered holder(s) of (Note 3) \_\_\_\_\_ ordinary shares in the capital of MTR Corporation Limited (the 'Company'), hereby appoint (Note 4) the Chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_ or, failing whom, \_\_\_\_\_ 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 at Rotunda 3 (6/F), Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on 8 May 2014 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).

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting. (Note 5) Please tick the appropriate box next to each resolution.

Ordinary Resolutions	For (Note 5)	Against (Note 5)
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 31 December 2013.		
2. To declare a final dividend for the year ended 31 December 2013.		
3. (a) To re-elect Alasdair George Morrison as a member of the Board of Directors of the Company.		
(b) To re-elect Ng Leung-sing as a member of the Board of Directors of the Company.		
(c) To re-elect Abraham Shek Lai-him as a member of the Board of Directors of the Company.		
(d) To elect Pamela Chan Wong Shui as a member of the Board of Directors of the Company.		
(e) To elect Dr. Dorothy Chan Yuen Tak-fai as a member of the Board of Directors of the Company.		
(f) To elect Professor Frederick Ma Si-hang 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 aggregate number of shares in issue 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 aggregate number of shares in issue 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 such additional number of shares in the Company under Resolution 5 as is equal to the aggregate number of shares in the Company purchased by the Company.*		
8. Special business: To authorise the Board of Directors to exercise the power contained in Article 131 of the Company's Articles of Association to offer a scrip dividend alternative in respect of some or all of the dividends declared or paid in the period up to and including the Company's annual general meeting which is held in the fifth year after the date on which the resolution is passed.*		
Special Resolution	For (Note 5)	Against (Note 5)
9. Special business: To adopt the new amended and restated Articles of Association in replacement of the existing Articles of Association of the Company.*		

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

Signature \_\_\_\_\_ (Note 6)

Dated \_\_\_\_\_ 2014

**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) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s) (subject always to note 10 below).
- As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. The person appointed as proxy may exercise all the rights conferred on him/her under law, regulation and the Articles of Association of the Company.  
If a proxy (or proxies) other than the Chairman of the meeting is preferred, cross out the words 'the Chairman of the meeting or' and insert the full name and address of the proxy (or proxies) desired in the space provided. Any changes should be initialled.
- Please indicate how you wish your vote(s) to be cast on a poll by ticking the appropriate box next to each resolution. In the absence of any such indication, your proxy will vote for or against the resolutions and any other business (including amendments to resolutions) which may properly come before the meeting or will abstain at his discretion.
- 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, 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at least 48 hours before the time for holding the meeting or adjourned meeting (or 24 hours before the time appointed for the taking of the poll, if the poll to which this proxy form relates is taken more than 48 hours after it is demanded). 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 Company and its Registrar will not accept any documents relating to proxies that are submitted through electronic means.
- The Company has absolute discretion to deal with any proxy forms including rejecting any form of proxy which is incomplete, improperly completed, illegible, or where it is difficult to ascertain from it the intention of the shareholder making the appointment or where its contents contradict another form of proxy submitted by or on behalf of the same shareholder.