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## **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 4TH JUNE, 2009 POLL RESULTS**

At the Annual General Meeting of the Company held on 4th June, 2009, 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:

	<b>Ordinary Resolutions</b>	<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
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.	4,559,427,248 (99.9991%)	41,613 (0.0009%)
	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, 2008.	4,597,493,225 (99.9991%)	42,022 (0.0009%)
	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.	4,593,956,028 (99.9509%)	2,256,034 (0.0491%)
	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 T. Brian Stevenson as a member of the Board of Directors of the Company.	4,595,851,314 (99.9928%)	332,706 (0.0072%)
	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
4.	To re-appoint KPMG as Auditors of the Company and authorise the Board of Directors to determine their remuneration.	4,589,128,340 (99.9843%)	718,591 (0.0157%)
	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). *	4,472,958,044 (97.2776%)	125,179,797 (2.7224%)
	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. *	4,597,922,337 (99.9951%)	224,382 (0.0049%)
	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. *	4,470,419,945 (97.2256%)	127,566,554 (2.7744%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
	<b>Special Resolution</b>		
8.	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).*	4,597,642,404 (99.9928%)	329,874 (0.0072%)
	As at least 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		

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

*Notes:*

- (1) Total number of shares entitling the holder to attend and vote for or against all the resolutions at the Annual General Meeting: 5,661,397,613 shares.
- (2) Total number of shares entitling the holder to attend and vote only against any of the resolutions at the Annual General Meeting: Nil.
- (3) Computershare Hong Kong Investor Services Limited, the Company's share registrar, acted as the scrutineer.

By Order of the Board  
**Leonard Bryan Turk**  
Secretary

Hong Kong, 4th June 2009

*Members of the Board:* Dr. Raymond Ch'ien Kuo-fung (*Chairman*)\*\*, Chow Chung-kong (*Chief Executive Officer*), Christine Fang Meng-sang\*, Edward Ho Sing-tin\*, 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 (Alan Wong Chi-kong)\*\*

*Members of the Executive Directorate:* Chow Chung-kong, Russell John Black, William Chan Fu-keung, Thomas Ho Hang-kwong, Lincoln Leong Kwok-kuen, Andrew McCusker and Leonard Bryan Turk

\* *independent non-executive Directors*

\*\* *non-executive Directors*

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

