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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 8 MAY 2014 POLL RESULTS

At the Annual General Meeting of the Company held on 8 May 2014, 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 31 December 2013.	4,760,857,093 (99.9991%)	44,382 (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 31 December 2013.	4,760,904,732 (99.9993%)	33,116 (0.0007%)
	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 Alasdair George Morrison as a member of the Board of Directors of the Company.	4,754,230,455 (99.8746%)	5,967,056 (0.1254%)
	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 Ng Leung-sing as a member of the Board of Directors of the Company.	4,754,165,835 (99.8724%)	6,073,266 (0.1276%)
	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 Abraham Shek Lai-him as a member of the Board of Directors of the Company.	4,642,199,990 (97.5187%)	118,116,044 (2.4813%)
	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 Pamela Chan Wong Shui as a member of the Board of Directors of the Company.	4,757,818,965 (99.9394%)	2,886,967 (0.0606%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3.(e)	To elect Dr. Dorothy Chan Yuen Tak-fai as a member of the Board of Directors of the Company.	4,756,814,614 (99.9204%)	3,788,560 (0.0796%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3.(f)	To elect Professor Frederick Ma Si-hang as a member of the Board of Directors of the Company.	4,753,928,210 (99.8554%)	6,883,845 (0.1446%)
	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.	4,753,203,564 (99.8385%)	7,690,493 (0.1615%)
	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 aggregate number of shares in issue at the date of this Resolution (as adjusted). #	4,472,058,572 (93.9416%)	288,407,482 (6.0584%)
	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 aggregate number of shares in issue at the date of this Resolution. #	4,759,683,745 (99.9759%)	1,148,552 (0.0241%)
	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
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 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. #	4,471,074,408 (93.9224%)	289,319,739 (6.0776%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
8.	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. #	4,759,781,727 (99.9780%)	1,046,295 (0.0220%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
	Special Resolution	Number of Votes (%)	
		For	Against
9.	To adopt the new amended and restated Articles of Association in replacement of the existing Articles of Association of the Company. #	4,722,627,490 (99.2088%)	37,662,080 (0.7912%)
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) Number of shares entitling the holder to attend and vote on all the resolutions at the Annual General Meeting: 5,799,554,850 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, 8 May 2014

As at the date of this announcement:

*Members of the Board:* Dr. Raymond Ch'ien Kuo-fung (*Chairman*)\*\*, Jay Herbert Walder (*Chief Executive Officer*), Pamela Chan Wong Shui\*, Dr. Dorothy Chan Yuen Tak-fai\*, Vincent Cheng Hoi-chuen\*, Christine Fang Meng-sang\*, Edward Ho Sing-tin\*, Professor Frederick Ma Si-hang\*, 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 (Professor Anthony Cheung Bing-leung)\*\* and Commissioner for Transport (Ingrid Yeung Ho Poi-yan)\*\*

*Members of the Executive Directorate:* Jay Herbert Walder, Lincoln Leong Kwok-kuen, Morris Cheung Siu-wa, Chew Tai Chong, Jacob Kam Chak-pui, Stephen Law Cheuk-kin, 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.*