



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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 66)

**PROXY FORM FOR 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 General 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 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 1 February 2016 at 11:00 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). Unless otherwise indicated, capitalised terms used in this proxy form shall have the same meaning as those defined in the circular of the Company dated 7 January 2016.

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

<b>Ordinary Resolution</b>	<b>For (Note 5)</b>	<b>Against (Note 5)</b>
That for the purposes of implementing the XRL Arrangements, the XRL Agreement be and is hereby approved, confirmed and ratified; the Special Dividend be and is hereby declared and shall be payable, following satisfaction of the conditions contained in the XRL Agreement, in the manner and on the dates determined by the Board; and that the Chief Executive Officer of the Company or any two members of the Board or any two members of the Executive Directorate of the Company be and is/are hereby authorised to do all such further acts and things, agree such amendments or modifications and execute such further documents and deeds (and if necessary apply the common seal of the Company thereto) and take all steps which in his/her opinion may be necessary, desirable and expedient to implement and/or give effect to the terms of the XRL Agreement and the XRL Arrangements and the transactions contemplated thereunder.		

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

Dated \_\_\_\_\_ 2016

**NOTES:**

1. Full name(s) to be inserted in **BLOCK CAPITALS**.
2. Full address(es) to be inserted in **BLOCK CAPITALS**.
3. 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 11 below).
4. 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 General 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 General Meeting is preferred, cross out the words 'the Chairman of the General Meeting or' and insert the full name and address of the proxy (or proxies) desired in the space provided. Any changes should be initialled by the person signing this form.

5. Please indicate how you wish your vote(s) to be cast on a poll by ticking the appropriate box next to the resolution. In the absence of any such indication, your proxy will vote for or against the resolution and any other business (including amendments to the resolution) which may properly come before the General Meeting or will abstain at his discretion.
6. 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.
7. 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 General Meeting or adjourned meeting thereof (or 24 hours before a poll is taken, if the poll is taken more than 48 hours after it is demanded). In calculating the periods mentioned in this paragraph, no account is to be taken of any part of a day that is a public holiday (including a Sunday). If this proxy form is signed by an 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.
8. If more than one valid proxy form is delivered in respect of the same share for use at the General Meeting, the one which is delivered last (regardless of the date on which it is signed) will be treated as the valid form. If it is not possible to determine the order of delivery, none of the forms will be treated as valid.
9. Completion and delivery of this proxy form will not preclude you from attending in person and voting at the General Meeting or any adjournment thereof if you so wish.
10. The Company and its Registrar will not accept any documents relating to proxies that are submitted through electronic means.
11. 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.

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**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the General Meeting of the Company (the '**Purposes**'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by either of the following means:-

By mail to: Personal Data Privacy Officer  
Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

By email to: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)

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