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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)

**POLL RESULTS OF 2018 ANNUAL GENERAL MEETING
AND
CHANGES OF DIRECTORS
AND
CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

The Company announces that all the proposed resolutions as set out in the Notice of Annual General Meeting of the Company dated 12 April 2018 ('Notice of 2018 AGM') were duly passed as ordinary resolutions at the Company's 2018 Annual General Meeting held on 16 May 2018 ('2018 AGM').

With effect from the conclusion of the 2018 AGM:

- (a) Mr Alasdair George Morrison retired as an Independent Non-executive Director ('INED'), the chairman of the Risk Committee and a member of the Audit Committee, of the Company;
- (b) Ms Rose Lee Wai-mun has become an INED of the Company and has been appointed by the Board of Directors of the Company ('Board') as a member of each of the Audit Committee and the Risk Committee of the Company; and
- (c) Mr Andrew Clifford Winawer Brandler, an INED of the Company and a member of each of the Audit Committee and the Risk Committee of the Company, has been appointed by the Board as the chairman of the Risk Committee of the Company.

At the 2018 AGM, a poll was demanded by the Chairman for voting on each of the proposed resolutions as set out in the Notice of 2018 AGM. The Company is pleased to announce the poll results as follows:

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
1.	To receive the audited Statement of Accounts and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2017.	4,865,482,386 (99.9991%)	41,458 (0.0009%)
2.	To declare a final dividend for the year ended 31 December 2017.	4,864,493,048 (99.9725%)	1,338,435 (0.0275%)
3.	(a) To re-elect Dr Eddy Fong Ching as a member of the Board of Directors of the Company.	4,840,534,529 (99.4829%)	25,159,361 (0.5171%)
	(b) To re-elect Mr James Kwan Yuk-choi as a member of the Board of Directors of the Company.	4,865,016,287 (99.9895%)	510,416 (0.0105%)
	(c) To re-elect Mr Lincoln Leong Kwok-kuen as a member of the Board of Directors of the Company.	4,865,593,646 (99.9956%)	215,522 (0.0044%)
	(d) To re-elect Mrs Lucia Li Li Ka-lai as a member of the Board of Directors of the Company.	4,865,288,023 (99.9942%)	279,782 (0.0058%)
	(e) To re-elect Mr Benjamin Tang Kwok-bun as a member of the Board of Directors of the Company.	4,865,223,856 (99.9919%)	392,489 (0.0081%)
	(f) To elect Mr James Henry Lau Jr as a member of the Board of Directors of the Company.	4,849,407,735 (99.6737%)	15,873,492 (0.3263%)
4.	To elect Ms Rose Lee Wai-mun as a new member of the Board of Directors of the Company.	4,865,431,326 (99.9936%)	311,264 (0.0064%)
5.	To re-appoint KPMG as Auditors of the Company and authorise the Board of Directors to determine their remuneration.	4,860,701,170 (99.8986%)	4,932,294 (0.1014%)

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
6.	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 the shares in issue as at the date of passing of this Resolution. [#]	4,863,560,519 (99.9650%)	1,704,758 (0.0350%)
7.	To grant a general mandate to the Board of Directors to buy back shares in the Company, not exceeding ten per cent. of the aggregate number of the shares in issue as at the date of passing of this Resolution. [#]	4,864,237,406 (99.9810%)	922,058 (0.0190%)
<i>As more than 50% of the votes were casted in favour of each of the above resolutions, all of the resolutions were duly passed as ordinary resolutions.</i>			

[#]The full text of the Resolution is set out in the Notice of 2018 AGM.

Notes:

- (1) Total number of issued shares entitling the holders to attend and vote on all the resolutions at the 2018 AGM: 6,009,280,302 shares.
- (2) Number of issued shares entitling the holders 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 2018 AGM: 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.

Retirement of Director

The Company announces that Mr Alasdair George Morrison, after having served on the Board for more than 7 years, retired as an INED of the Company immediately after the conclusion of the 2018 AGM. Following his retirement, Mr Morrison has ceased to be the chairman of the Risk Committee and a member of the Audit Committee of the Company.

Mr Morrison has confirmed that he has no disagreement with the Board and that there are no other matters relating to his retirement that need to be brought to the attention of the holders of securities of the Company.

The Company would like to express its sincerest gratitude to Mr Morrison for his valuable contributions and service to both the Board and the Company over the past years.

Election of a New Director

The Company announces that Ms Rose Lee Wai-mun was elected as a new Director of the Company at the 2018 AGM and has become an INED of the Company.

The biographical information of Ms Lee is set out below:

Ms Rose Lee Wai-mun (age 65) is an INED of CK Hutchison Holdings Limited and Swire Pacific Limited. She is also a member of the Election Committee of the 13th National People's Representative Meeting, the chairman of the Board of Governors of Hang Seng Management College, and a board member and deputy chairman of the Executive Committee of The Community Chest of Hong Kong.

Ms Lee was previously an executive director, vice-chairman and chief executive of Hang Seng Bank Limited, an INED of Hutchison Whampoa Limited, the group general manager of HSBC Holdings plc, a director of The Hongkong and Shanghai Banking Corporation Limited, and a member of the Board of Trustees of Ho Leung Ho Lee Foundation. In addition, she was previously the vice president of The Hong Kong Institute of Bankers, vice-chairman of the Inaugural Financial Consulting Committee for the Authority of Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen, a member of the Consulting Committee of Qianhai and Shekou Area of Shenzhen, China (Guangdong) Pilot Free Trade Zone, and Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen, and a member of the Financial Services Advisory Committee of the Hong Kong Trade Development Council.

Ms Lee is a fellow of The Hong Kong Institute of Bankers. She holds a Bachelor's degree in Business Administration from the University of Hawaii. Ms Lee was appointed a Justice of the Peace in 2014.

Ms Lee has entered into a three year service contract with the Company, under which the term of her office as an INED commences on 16 May 2018 from the conclusion of the 2018 AGM and lasts until the earlier of the date on which she will retire again by rotation under the Articles of Association of the Company and 15 May 2021. She is entitled to a fee of HK\$450,000 gross per annum as set out in her service contract and determined by the Board.

Unless otherwise disclosed above, as at the date of this announcement, Ms Lee has not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, does not hold any other position with the Company or its subsidiaries and is not related to any other Directors, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Ms Lee does not have any interest in and does not hold any short positions in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the 'SFO') as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the "Model Code for Securities Transactions by Directors of Listed Issuers" as contained in Appendix 10 to the Listing Rules.

The Company has received written confirmation from Ms Lee concerning her independence as an INED of the Company in accordance with the Listing Rules.

In respect of Ms Lee's election, there is no information which is discloseable pursuant to any of the requirements of rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to her election, other than as stated above, which needs to be brought to the attention of the holders of securities of the Company pursuant to rule 13.51(2) of the Listing Rules.

Changes in the Composition of Board Committees

The Company further announces the following changes in the composition of two Board Committees of the Company with effect from the conclusion of the 2018 AGM:

- (a) Mr Alasdair George Morrison, who retired as an INED of the Company, has ceased to be the chairman of the Risk Committee and a member of the Audit Committee of the Company;
- (b) Ms Rose Lee Wai-mun, an INED of the Company, has been appointed by the Board as a member of each of the Audit Committee and the Risk Committee of the Company; and
- (c) Mr Andrew Clifford Winawer Brandler, an INED of the Company and a member of each of the Audit Committee and the Risk Committee of the Company, has been appointed by the Board as the chairman of the Risk Committee of the Company.

Upon the conclusion of the 2018 AGM and following the changes disclosed above, the composition of each of the Audit Committee and the Risk Committee of the Company is as follows:

Audit Committee

Dr Eddy Fong Ching (Chairman)
Andrew Clifford Winawer Brandler
Rose Lee Wai-mun
Lucia Li Li Ka-lai
Johannes Zhou Yuan
Commissioner for Transport
(Mable Chan)

Risk Committee

Andrew Clifford Winawer Brandler (Chairman)
James Kwan Yuk-choi
Rose Lee Wai-mun
Benjamin Tang Kwok-bun
Johannes Zhou Yuan
Permanent Secretary for Development (Works)
(Hon Chi-keung)
Commissioner for Transport
(Mable Chan)

By Order of the Board
Gillian Elizabeth Meller
Company Secretary

Hong Kong, 16 May 2018

As at the date of this announcement:

Members of the Board: Professor Frederick Ma Si-hang (*Chairman*)**, Lincoln Leong Kwok-kuen (*Chief Executive Officer*), Andrew Clifford Winawer Brandler*, Dr Pamela Chan Wong Shui*, Dr Dorothy Chan Yuen Tak-fai*, Vincent Cheng Hoi-chuen*, Anthony Chow Wing-kin*, Dr Eddy Fong Ching*, James Kwan Yuk-choi*, Lau Ping-cheung, Kaizer*, Rose Lee Wai-mun*, Lucia Li Li Ka-lai*, Abraham Shek Lai-him*, Benjamin Tang Kwok-bun*, Dr Allan Wong Chi-yun*, Johannes Zhou Yuan*, James Henry Lau Jr (*Secretary for Financial Services and the Treasury*)**, *Secretary for Transport and Housing (Frank Chan Fan)***, *Permanent Secretary for Development (Works) (Hon Chi-keung)*** and *Commissioner for Transport (Mable Chan)***

Members of the Executive Directorate: Lincoln Leong Kwok-kuen, Jacob Kam Chak-pui, Margaret Cheng Wai-ching, Morris Cheung Siu-wa, Peter Ronald Ewen, Herbert Hui Leung-wah, Adi Lau Tin-shing, Gillian Elizabeth Meller, Linda So Ka-pik, David Tang Chi-fai, Philco Wong Nai-keung 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.