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No Shareholder receiving a copy of this circular and/or an Election Form in any territory outside Hong Kong may treat the same as an invitation to elect for Shares unless in the relevant territory such invitation could lawfully be made to him/her without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. It is the responsibility of any Shareholder outside Hong Kong who wishes to receive New Shares under the Scheme to comply with the laws of the relevant jurisdictions including procedures or any other similar formalities.



MTR CORPORATION LIMITED

香港鐵路有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 66)

Board of Directors:

Dr. Raymond Ch'ien Kuo-fung (*Chairman*)**
Chow Chung-kong (*Chief Executive Officer*)
Vincent Cheng Hoi-chuen*
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)**
Commissioner for Transport (Joseph Lai Yee-tak)**

Registered office:

MTR Headquarters Building
Telford Plaza
Kowloon Bay
Kowloon
Hong Kong

* *independent non-executive Directors*

** *non-executive Directors*

24th April, 2010

To: the shareholders (the '**Shareholders**') of MTR Corporation Limited 香港鐵路有限公司 (the '**Company**') and the option holders under the Pre-Global Offering Share Option Scheme, the New Joiners Share Option Scheme and the 2007 Share Option Scheme of the Company (for information only)

Dear Sir or Madam,

SCRIP DIVIDEND SCHEME (THE 'SCHEME')

1. INTRODUCTION

2009 Final Dividend

On 9th March, 2010, the Board of Directors (the '**Board**') announced the Company's audited annual results for the year ended 31st December, 2009, that they had recommended a final dividend of HK\$0.38 per ordinary share of HK\$1.00 each in the Company (each, a '**Share**') (the '**2009 Final Dividend**') and, subject to Shareholders' approval at the forthcoming annual general meeting of the Company to be held on 27th May, 2010 (the '**2010 AGM**'), that the 2009 Final Dividend be payable on or about 15th June, 2010 to Shareholders whose names appeared on the register of members of the Company as at the close of business on 9th April, 2010 (the '**Record Date**'). The register of members was closed from 30th March, 2010 to 9th April, 2010 (both dates inclusive). To rank for the 2009 Final Dividend, all completed transfer forms, accompanied by the relevant share certificates, had to be lodged with the Company's Registrar for registration not later than 4:30 p.m. on 29th March, 2010.

The Scheme

At the annual general meeting of the Company held on 8th June, 2006, the Shareholders passed a resolution authorising the Board to offer Shareholders the right to choose to receive extra shares of HK\$1.00 each of the Company (the 'New Shares') instead of the whole or part of their cash dividend in respect of some or all of the future dividends (including any final and/or interim dividends) which may be declared or paid in the period up to and including the annual general meeting of the Company which is held in the fifth year after the passing of the resolution (i.e. in 2011).

Subject to Shareholders' approval of the 2009 Final Dividend at the 2010 AGM, Shareholders whose names appeared on the register of members of the Company on the Record Date (except Shareholders with registered addresses in the United States of America or any of its territories or possessions (the 'US Shareholders')) (the 'Qualifying Shareholders') will have the right to choose to receive New Shares instead of the whole or part of their cash dividend for the year ended 31st December, 2009. In addition, the Board is offering Qualifying Shareholders the right to choose to receive New Shares instead of cash for future dividends declared after the 2009 Final Dividend (including any final and/or interim dividends) if a share alternative is available, until such Qualifying Shareholders provide the Company's Registrar with notice in writing that they no longer wish to receive New Shares.

Undertaking by The Financial Secretary Incorporated

As at 13th April, 2010 (being the latest practicable date before the printing of this document), The Financial Secretary Incorporated (the 'FSI') was the registered holder of 4,400,715,809 Shares, representing approximately 76 per cent. of the issued share capital of the Company. The FSI holds these Shares in trust on behalf of the Government of the Hong Kong Special Administrative Region. The FSI has agreed that for dividends declared in respect of the financial years ended 31st December, 2009, it will elect to receive all or part of its entitlement to dividends in the form of New Shares under any scrip dividend election to be offered by the Company to its Shareholders to the extent necessary to ensure that a maximum of 50 per cent. of the total dividend paid by the Company in respect of the relevant financial year will be paid in the form of cash. This arrangement will expire after the payment of any dividend in respect of the financial year ended 31st December, 2009.

2. DETAILS OF THE CHOICES IN RESPECT OF THE 2009 FINAL DIVIDEND

Qualifying Shareholders have the following alternative choices in respect of the 2009 Final Dividend:

- (a) cash of HK\$0.38 per Share; or
- (b) an allotment of New Shares (the number of which is determined as explained below); or
- (c) partly cash and partly New Shares.

A Qualifying Shareholder who elects to receive New Shares instead of some or all of his/her cash dividend will be entitled to Shares whose total Relevant Value (see below) is as near as possible to the cash dividend he/she would have received in respect of the Shares for which he/she has opted to receive New Shares. The Relevant Value of a Share is HK\$29.28 which is the average value of the Company's Shares for the five dealing days starting from, and including, 26th March, 2010 (being the day when the Shares were first quoted ex-dividend).

Accordingly the number of New Shares which a Qualifying Shareholder will receive, in respect of the existing Shares registered in his/her name on the Record Date and for which he/she has elected to receive New Shares, will be calculated as follows:

Formula:

$$\text{Number of New Shares to be received} = \text{Number of existing Shares held on the Record Date for which scrip election is made for the 2009 Final Dividend} \times \frac{\text{HK\$0.38}}{\text{HK\$29.28}}$$

The number of New Shares to be received by each Qualifying Shareholder pursuant to his/her election will be rounded down to the nearest whole number of the New Shares. Fractional entitlements to New Shares will be disregarded and the benefit thereof will accrue to the Company. The New Shares issued in respect of the 2009 Final Dividend will, when they are issued, rank *pari passu* in all respects with the existing issued Shares of the Company except that such New Shares themselves will not rank for the 2009 Final Dividend.

3. ACTION TO BE TAKEN

If you have already given standing instructions to receive only New Shares under the Scheme

No Election Form is being sent to Shareholders who have already given standing instructions to receive only New Shares under the Scheme. If you have already given such standing instructions, you need to take no further action if you wish to receive only New Shares for the 2009 Final Dividend. If you have already given standing instructions to receive only New Shares under the Scheme but you wish to receive only cash for the 2009 Final Dividend and all future final and interim dividends, a letter revoking your standing instructions must be received by the Company's Registrar by 4:30 p.m. on 24th May, 2010. If you have already given standing instructions to receive only New Shares under the Scheme but you wish to receive New Shares in respect of only part of the 2009 Final Dividend, a letter revoking your standing instructions together with a duly completed Election Form (completed in accordance with section (c) below) must be received by the Company's Registrar by 4:30 p.m. on 24th May, 2010. In order to meet this deadline please make sure you ask the Company's Registrar for an Election Form in time to return it to them by 4:30 p.m. on 24th May, 2010.

If you have NOT previously given standing instructions to receive New Shares under the Scheme

If you have not previously given standing instructions to receive New Shares under the Scheme, an Election Form is enclosed with this document. Please read carefully the instructions below and the instructions printed on the Election Form.

(a) To receive only cash dividends

If you wish to receive only cash for the 2009 Final Dividend and for future final and interim dividends declared after the 2009 Final Dividend, you do not need to take any action. Therefore, please DO NOT return the Election Form.

(If you wish to receive only cash for the 2009 Final Dividend and you wish to elect to receive only New Shares for future final and interim dividends declared after the 2009 Final Dividend for which a scrip alternative is available, you should enter a tick (✓) in Box D and in Box E of the Election Form and SIGN, DATE and RETURN the Election Form.)

(b) To receive only scrip dividends for the 2009 Final Dividend

If you wish to receive only New Shares for the 2009 Final Dividend, please just SIGN, DATE and RETURN the Election Form.

(If you wish to receive only New Shares for the 2009 Final Dividend and you wish to elect to receive only New Shares for future final and interim dividends declared after the 2009 Final Dividend for which a scrip alternative is available, you should also enter a tick (✓) in Box D of the Election Form.)

(c) To receive part cash dividends and part scrip dividends for the 2009 Final Dividend

If you wish to receive your entitlement to the 2009 Final Dividend partly in cash and partly in New Shares, please ENTER in Box C of the Election Form the number of Shares which you held on the Record Date for which you require the 2009 Final Dividend to be paid in New Shares. Then SIGN, DATE and RETURN the Election Form.

(You cannot complete Box C and enter a tick (✓) in Box E. If you do so, your tick (✓) in Box E will be deemed invalid. If you sign the Election Form without completing Box C and you do not enter a tick (✓) in Box E of the Election Form, or if you elect to receive New Shares in respect of a greater number of Shares than your registered holding on the Record Date, you will be deemed to have elected to receive only New Shares in respect of ALL the Shares registered in your name on the Record Date. Therefore, you will receive only New Shares for the 2009 Final Dividend.)

(d) To receive only scrip dividends for future dividends declared after the 2009 Final Dividend for which a scrip alternative is available

If you wish to receive, in respect of ALL Shares registered in your name on the relevant record date(s), only New Shares instead of cash for future final and interim dividends declared after the 2009 Final Dividend for which a scrip alternative is available, please ENTER a tick (✓) in Box D of the Election Form. If you enter a tick (✓) in Box D and you wish to receive only cash for the 2009 Final Dividend, please also ENTER a tick (✓) in Box E of the Election Form. Then SIGN, DATE and RETURN the Election Form.

(You cannot choose to receive your future dividend entitlements partly in cash and partly in New Shares. Therefore, if you enter a tick (✓) in Box D of the Election Form, unless and until you cancel such election by notice in writing to the Company's Registrar, you will receive only New Shares for future final and interim dividends declared after the 2009 Final Dividend for which a scrip alternative is available for all of the Shares registered in your name on the relevant record date(s), without having to complete any further Election Forms. **You cannot enter a tick (✓) in Box E and complete Box C. If you do so, your tick (✓) in Box E will be deemed invalid.**)

How and when to return your Election Form

If you need to return an Election Form, you should return it to the Company's Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong so that it is received by the Company's Registrar **not later than 4:30 p.m. on 24th May, 2010**. If the Company's Registrar does not receive your completed and signed Election Form **by 4:30 p.m. on 24th May, 2010**, you will receive the whole of your 2009 Final Dividend in cash and any election which you may have made in such Election Form to receive New Shares for future dividends declared after the 2009 Final Dividend for which a scrip alternative is available will be of no effect.

No acknowledgement of receipt of the Election Form will be issued.

No elections in respect of the 2009 Final Dividend may, after the relevant Election Forms are signed and returned to the Company's Registrar, be in any way withdrawn, revoked, superseded or altered.

4. CONDITIONS OF THE SCHEME

The Scheme described in this document is conditional upon (i) the Shareholders passing an ordinary resolution at the 2010 AGM authorising and declaring the 2009 Final Dividend; and (ii) the Listing Committee of the Hong Kong Stock Exchange granting listing of, and permission to deal in, the New Shares to be issued in respect of the 2009 Final Dividend.

If either of these conditions is not satisfied, the Scheme described in this document will not become effective and the Election Forms will be void. If only the condition set out in sub-paragraph (ii) of this Section 4 is not satisfied, the 2009 Final Dividend will then be paid wholly in cash.

5. SHAREHOLDERS RESIDENT OUTSIDE HONG KONG

US Shareholders will not be permitted to participate in the Scheme and they will receive the 2009 Final Dividend wholly in cash. Having obtained and taken into consideration a legal opinion in respect of that jurisdiction, the Directors considered such exclusion to be necessary and expedient pursuant to Rule 13.36(2) of the Rules Governing The Listing of Securities on the Hong Kong Stock Exchange. US Shareholders are therefore not 'Qualifying Shareholders' for the purposes of the Scheme. No Election Form is being sent to such Shareholders.

Save for US Shareholders, all Shareholders resident outside Hong Kong should consult their professional advisers as to whether or not they are permitted to participate in the Scheme or whether any government or other consents are required or other formalities need to be observed. No Shareholder receiving a copy of this circular and/or an Election Form in any territory outside Hong Kong may treat the same as an invitation to elect for Shares unless in the relevant territory such invitation could lawfully be made to him/her without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. It is the responsibility of any Shareholder outside Hong Kong who wishes to receive New Shares under the Scheme to comply with the laws of the relevant jurisdictions including procedures or any other similar formalities. Persons who receive New Shares in lieu of the cash dividend must also comply with any restrictions on the resale of the Shares which may apply outside Hong Kong.

6. LISTING AND CLEARING AND SETTLEMENT

Application has been made to the Listing Committee of the Hong Kong Stock Exchange for listing of, and permission to deal in, the New Shares.

Subject to the granting of listing of, and permission to deal in, New Shares issued pursuant to the Scheme on the Hong Kong Stock Exchange, such New Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the Central Clearing and Settlement System ('**CCASS**'). Shareholders should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests. All activities under CCASS are subject to the general rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Company's Shares are listed on the Hong Kong Stock Exchange and traded in the Regulated Unofficial Market (Open Market) on the Frankfurt Stock Exchange. The Company's debt issuance programme is listed on the Hong Kong Stock Exchange and on the London Stock Exchange. US\$ fixed rate notes due 2014 issued by MTR Corporation (C.I.) Limited, a wholly-owned subsidiary of the Company, under the debt issuance programme and guaranteed by the Company are listed on the London Stock Exchange. The Company's US\$ global notes due 2010 are listed on the Luxembourg Stock Exchange. There is no other stock exchange on which the Company's Shares or debt securities are listed or dealt in or on which listing or permission to deal is being or proposed to be sought at this time.

7. GENERAL

New Shares issued to a Qualifying Shareholder pursuant to an election to receive some or all of their 2009 Final Dividend in New Shares may be allocated in odd lots (of fewer than a board lot of 500 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of New Shares issued in odd lots. Qualifying Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

Whether or not it is to your advantage to elect to receive New Shares instead of cash, in whole or in part, in respect of the 2009 Final Dividend and/or in respect of future dividends declared after the 2009 Final Dividend (including final and/or interim dividends) will depend upon your own individual circumstances and the decision in this regard, and all effects resulting therefrom must be solely your responsibility. **If you are in any doubt as to what to do, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.** Shareholders who are trustees are recommended to take professional advice as to whether an election to receive New Shares is within their powers and as to the effect of such election having regard to the terms of the relevant trust instrument.

8. TIMETABLE

Set out below is a summary of the events in relation to the Scheme in the form of a timetable.

Event	Date/Time
Record Date	9th April, 2010
Latest time for return of Election Form (and, if applicable, return of letter revoking any previous standing instructions to receive <u>only</u> New Shares for the 2009 Final Dividend and all future final and interim dividends) by Qualifying Shareholders	24th May, 2010, 4:30 p.m.
Despatch of cheques for cash dividends and definitive certificates for New Shares at the risk of recipients	On or about 15th June, 2010

Yours faithfully,
Leonard Bryan Turk
Company Secretary

IF YOU HAVE ANY QUERIES IN RELATION TO THE SCHEME PLEASE CALL THE FOLLOWING TELEPHONE HOT-LINE: 2862 8555.

Members of the Board: Dr. Raymond Ch'ien Kuo-fung (*Chairman*)**, Chow Chung-kong (*Chief Executive Officer*), Vincent Cheng Hoi-chuen*, 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 (Joseph Lai Yee-tak)**

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

* independent non-executive Directors

** non-executive Directors

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