



MTR CORPORATION LIMITED

香港鐵路有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 66)

PROXY FORM FOR 2017 ANNUAL GENERAL MEETING ('2017 AGM')

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 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 2017 AGM of the Company to be held at Rotunda 3 (6/F), Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on 17 May 2017 at 11:30 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).

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

Ordinary Resolutions	For (Note 5)	Against (Note 5)
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 2016.		
2. To declare a final dividend for the year ended 31 December 2016.		
3. (a) To re-elect Professor Frederick Ma Si-hang as a member of the Board of Directors of the Company.		
(b) To re-elect Mrs Pamela Chan Wong Shui as a member of the Board of Directors of the Company.		
(c) To re-elect Dr Dorothy Chan Yuen Tak-fai as a member of the Board of Directors of the Company.		
(d) To re-elect Mr Alasdair George Morrison as a member of the Board of Directors of the Company.		
(e) To re-elect Mr Abraham Shek Lai-him as a member of the Board of Directors of the Company.		
4. To elect Mr Andrew Clifford Winawer Brandler as a new member of the Board of Directors of the Company.		
5. To elect Mr Zhou Yuan (also known as Mr Johannes Zhou) as a new member of the Board of Directors of the Company.		
6. To re-appoint KPMG as Auditors of the Company and authorise the Board of Directors to determine their remuneration.		
7. Special business: 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.*		
8. Special business: 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.*		

* The full text of the Resolution is set out in the Notice of the 2017 AGM.

Signature _____ (Note 6)

Dated _____ 2017

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 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 meeting is preferred, cross out the words 'the Chairman of the 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 each resolution. In the absence of any such indication, your proxy will vote for or against the resolutions and any other business (including amendments to resolutions) which may properly come before the 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, as soon as possible and in any event by 11:30 a.m. on 15 May 2017 (Hong Kong time), being at least 48 hours before the time holding the meeting (or 24 hours before a poll is taken, if the poll is taken more than 48 hours after it is demanded). 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 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 meeting or any adjournment thereof if you so wish but your proxy's authority to vote on a resolution is to be regarded as revoked if you attend the meeting in person and vote on that particular resolution.
10. The Company and its Registrar will not accept any documents relating to proxies that are submitted through electronic means or by any other data transmission process.
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.

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 2017 AGM 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 for the Purposes, and to such parties who are authorised by law to request 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

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