

# MTR CORPORATION LIMITED

## ( 地鐵有限公司 )

(the "Company")  
(Incorporated in Hong Kong with limited liability)  
(Stock code: 66)

### ANNUAL GENERAL MEETING HELD ON 8TH JUNE, 2006 POLL RESULTS

At the Annual General Meeting of the Company held on 8th June, 2006, a poll was demanded by the Chairman for voting on all 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 31st December, 2005.	4,491,889,300 (99.9923%)	347,121 (0.0077%)
	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 31st December, 2005.	4,534,587,817 (99.9929%)	322,762 (0.0071%)
	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 Dr. Raymond Ch'ien Kuo-fung as a member of the Board of Directors of the Company.	4,533,858,027 (99.9910%)	409,501 (0.0090%)
	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 Frederick Ma Si-hang as a member of the Board of Directors of the Company.	4,533,704,445 (99.9877%)	558,946 (0.0123%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3.(c)	To re-elect T. Brian Stevenson as a member of the Board of Directors of the Company.	4,532,899,878 (99.9702%)	1,349,868 (0.0298%)
	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.	4,534,552,882 (99.9915%)	386,888 (0.0085%)
	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 issued share capital of the Company at the date of this Resolution (as adjusted).*	4,286,350,148 (94.5635%)	246,424,385 (5.4365%)
	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 issued share capital of the Company at the date of this Resolution.*	4,534,451,544 (99.9624%)	1,704,703 (0.0376%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
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 additional shares in the Company under Resolution 5 in respect of the aggregate nominal amount of share capital in the Company purchased by the Company.*	4,531,802,151 (99.9033%)	4,388,656 (0.0967%)
	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 dividends declared or paid during the period up to and including the Company's annual general meeting held in the fifth year after the date on which the resolution was passed.*	4,535,807,299 (99.9919%)	366,806 (0.0081%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
	<b>Special Resolution</b>		
9.(a)	To amend the Articles of Association of the Company to increase the cap on total fees paid to Directors for performing their services as Directors from HK\$3,000,000 a year to HK\$6,000,000 a year.*	4,533,621,789 (99.9446%)	2,512,263 (0.0554%)
	As at least 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		
9.(b)	To amend the Articles of Association of the Company to permit the Company to disseminate its corporate communications to shareholders via electronic means.*	4,534,513,537 (99.9642%)	1,622,904 (0.0358%)
	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) Total number of shares entitling the holder to attend and vote for or against all the resolutions at the Annual General Meeting: 5,485,508,939 shares.
- (2) Total number of shares entitling the holder to attend and vote only against any of the resolutions at the Annual General Meeting: Nil.
- (3) Computershare Hong Kong Investor Services Limited, the Company's share registrar, acted as the scrutineer.

By Order of the Board  
**Leonard Bryan Turk**  
Secretary

Hong Kong, 8th June, 2006

**Members of the Board:** Dr. Raymond Ch'ien Kuo-fung (*Chairman*)\*\*\*, Chow Chung-kong (*Chief Executive Officer*), Professor Cheung Yau-kai\*, David Gordon Eldon\*, Christine Fang Meng-sang\*, Edward Ho Sing-tin\*, Lo Chung-hing\*, T. Brian Stevenson\*, Frederick Ma Si-hang (Secretary for Financial Services and the Treasury)\*\*\*, Secretary for the Environment, Transport and Works (Dr. Sarah Liao Sau-tung)\*\* and Commissioner for Transport (Alan Wong Chi-kong)\*\*

**Members of the Executive Directorate:** Chow Chung-kong, Russell John Black, William Chan Fu-keung, Thomas Ho Hang-kwong, Lincoln Leong Kwok-kuen, Francois Lung Ka-kui, Andrew McCusker and Leonard Bryan Turk

\* independent non-executive Directors

\*\* non-executive Directors

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