

MTR Corporation Limited

Board Committee/Advisory Panel – Common Terms of Reference

Note: Specific Terms of Reference are set out in the Appendix(ces) of respective Board Committees and Advisory Panel.

1. Constitution

- 1.1 Each committee of the Board (the “Board Committee”) and advisory panel (the “Advisory Panel”) has been established by the Board of MTR Corporation Limited (the “Company”).

2. Membership

- 2.1 The members of each Board Committee and Advisory Panel shall be appointed by the Board and, unless otherwise specified, the majority of members shall be independent non-executive directors, in accordance with the respective Appendix(ces) at **para 2.1**.
- 2.2 The Chairman of each Board Committee and Advisory Panel shall be appointed by the Board in accordance with the respective Appendix(ces) at **para 2.2**.

3. Attendance at Meetings

- 3.1 The attendees (or their designated delegates/representatives) required at meetings of each Board Committee and Advisory Panel (if specified) shall be designated in accordance with the respective Appendix(ces) at **para 3.1**.
- 3.2 The Secretary of each Board Committee and Advisory Panel shall be designated in accordance with the respective Appendix(ces) at **para 3.2**.

4. Quorum

- 4.1 The quorum for the transaction of business of each Board Committee and Advisory Panel shall be determined in accordance with the respective Appendix(ces) at **para 4.1** (which shall include alternate member(s) that may be appointed pursuant to Clause 4.2 below). A duly convened meeting of a Board Committee and/or Advisory Panel at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the relevant Board Committee and/or Advisory Panel.

4.2 Subject to Clause 2.1 above, if a regular member is unable to act due to absence, illness or any other cause, the Chairman of the relevant Board Committee and/or Advisory Panel may appoint another non-executive director of the Company (i.e. other than those already a member of the Board Committee and/or Advisory Panel) to serve as an alternate member.

5. Decision Making

5.1 All decisions of each Board Committee and Advisory Panel at a meeting shall be made by majority vote.

5.2 A resolution in writing signed by all members of a Board Committee and/or Advisory Panel or approval obtained from all members of a Board Committee and/or Advisory Panel by electronic means shall be as valid and effective as if the resolution had been passed at a meeting of a Board Committee and/or Advisory Panel duly convened and held.

6. Frequency of Meetings

6.1 Meetings shall be held as frequently as each Board Committee and Advisory Panel considers appropriate, provided that it shall not be less than the number specified in the respective Appendix(ces) at **para 6.1**. Meetings can either be in person or through electronic means of communication.

7. Notice of Meetings

7.1 Meetings shall be summoned by the Secretary of each Board Committee and Advisory Panel at the request of the Chairman of the relevant Board Committee and/or Advisory Panel with reasonable notice given. In addition, where specified, meetings may also be requested in accordance with the respective Appendix(ces) at **para 7.1**.

7.2 An agenda and accompanying papers shall be circulated to all members (including alternate member(s) that may be appointed pursuant to Clause 4.2 above) in a timely manner and at least 3 working days before the intended date of the meeting insofar as it is practicable. Such papers and related materials shall be in a form and quality as will enable the relevant Board Committee and/or Advisory Panel to make an informed decision on the matters placed before it.

8. **Authority**

- 8.1 Each Board Committee and Advisory Panel should first seek the approval of the Chairman of the Company before obtaining outside independent professional advice, unless the circumstances are such that it would be inappropriate for them to seek such approval.
- 8.2 Members of each Board Committee and Advisory Panel will be entitled to request from the Company, any member of the Executive Directorate and any employee and/or adviser of the Company all such information as they may reasonably require in order to be able to perform their duties as a member of the relevant Board Committee and/or Advisory Panel and, upon receipt of a request for such information, the Company, members of the Executive Directorate, employees and advisers of the Company will use their reasonable endeavours to ensure that such information is provided to them promptly.
- 8.3 Each Board Committee and Advisory Panel will not be responsible for supervising the performance of any member of the Executive Directorate of the Company (nor mandated to do so) and will not be required to become involved in the day-to-day operations, management functions or decision-making of the Company.

9. **Duties**

- 9.1 Each Board Committee and Advisory Panel will take full account of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
- 9.2 The duties of each Board Committee and Advisory Panel shall be specified in relevant Appendix(ces) at **para 9.2** and to conduct periodic critical reviews on selected key areas which are within the authority and duties of the relevant Board Committee and/or Advisory Panel, as the relevant Board Committee and/or Advisory Panel deems appropriate.
- 9.3 The Chairman of each Board Committee and Advisory Panel should attend the annual general meeting of the Company to answer any shareholder’s questions relating to the work of the relevant Board Committee or Advisory Panel. In the absence of the Chairman of the Board Committee / Advisory Panel, his/her duly appointed delegate or failing this another member of the Board Committee / Advisory Panel should attend in his/her place.

10. Reporting Procedures

- 10.1 The Secretary of the relevant Board Committee and/or Advisory Panel (or his/her designate) shall cause minutes to be made of all resolutions and proceedings of the relevant Board Committee and/or Advisory Panel including the names of all those present and in attendance at the meetings. Minutes of the meetings shall record in sufficient detail the matters considered by the members and decisions reached, including any concerns raised by the members and dissenting views expressed. Such minutes shall also be made available, if requested, to other members of the Board.
- 10.2 Draft and final versions of minutes of meetings shall be circulated by the Secretary of the relevant Board Committee and/or Advisory Panel to all members of the relevant Board Committee and/or Advisory Panel (including alternate member(s) that may be appointed pursuant to Clause 4.2) for their comments and record respectively, in both cases within a reasonable time after the meetings are held. Such minutes shall also be made available, if requested, to other members of the Board.
- 10.3 A summary of the work performed by the Board Committee / Advisory Panel (if applicable) during the year will be prepared and form part of, or be annexed to, the Company's annual report and accounts, which will be approved by the Board. The summary will contain such information as is required to comply with the Listing Rules, all applicable laws and the Board Committee's / Advisory Panel's view of good practice at the relevant time.
- 10.4 Except where this would violate legal or regulatory requirements, each Board Committee and Advisory Panel shall report back to the Board on its deliberations.

*** END ***

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

MTR Corporation Limited

Nominations Committee – Terms of Reference

Note: Please refer to the corresponding paragraphs in the Common Terms of Reference while referencing this Appendix.

1. **Constitution**

1.1 Name:

- Nominations Committee

2. **Membership**

2.1 Membership requirements:

- At least 5 non-executive directors, which shall include:
 - the Chairman of the Company,
 - at least 1 non-executive director representing the Government (whether by appointment under Section 8 of the MTR Ordinance or by direct nomination as provided under Articles 88 and 89 of the Articles of Association of the Company), and
 - independent non-executive directors as the majority of members.

2.2 Chairman:

- An independent non-executive director

3. **Attendance at Meetings**

3.1 Attendees required at meetings:

Not specified

3.2 Secretary:

- Company Secretary (or his/her designate)

4. **Quorum**

4.1 Quorum:

- 4 members
- At least 1 member shall be a non-executive director representing the Government (whether appointed under Section 8 of the MTR Ordinance or by direct nomination as provided under Articles 88 and 89 of the Articles of Association of the Company)

6. Frequency of Meetings

6.1 Specified Number:

- At least once every year

7. Notice of Meetings

7.1 Request of meetings:

Not specified

9. Duties

9.2 Duties:

- assist the Board in maintaining a skills matrix of the Board (the “Board Skills Matrix”) and review the structure, size and composition (including the perspectives, skills, diversity, knowledge and experience) of the Board, the appropriateness and effectiveness of the Company’s Board Diversity Policy (the “BD Policy”) and Nomination Policy of directors, as well as the adequacy and appropriateness of the Board Skills Matrix, at least annually;
- make recommendations on any proposed changes to the Board, the BD Policy (including any gender diversity targets therein), the Nomination Policy, and/or the Board Skills Matrix to complement the Company’s corporate strategy and for succession planning purposes;
- identify individuals suitably qualified to become members of the Board and make recommendations to the Board on the selection of individuals nominated for directorship, taking into account the Company’s Nomination Policy and BD Policy, as well as succession planning for the Board, where appropriate;
- assess the independence of independent non-executive directors:
 - if a proposed independent non-executive director will be holding their seventh (or more) directorship of an issuer listed on the Main Board or GEM, his/her ability to devote sufficient time to Board matters; and
 - if an independent non-executive director to be re-elected has served for more than nine years, assess why such director is still independent and should be re-elected;
- where a member of the Board has completed three consecutive terms of service (each of three years), consider and include in its recommendation to the Board the justifications for reappointing such Board member;

- vi. to review annually the time commitment and contribution of each director to the Board, as well as the director's ability to discharge his/her responsibility effectively, taking into account their professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments and other factors or circumstances relevant to the director's character, integrity, independence and experience; and to conduct other assessments in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- vii. support the Company's regular evaluation of the Board's performance;
- viii. make recommendations to the Board on the appointment or re-appointment of members of the Board and on succession planning for the Board;
- ix. without limiting the generality of the foregoing, the Board Committee shall recommend and nominate candidates to fill the positions of Chief Executive Officer (the "CEO"), Finance Director (the "FD") and Chief Operating Officer (the "COO") (provided that the COO position exists) of the Company; and
- x. for the positions of FD and COO, the Board Committee may consider candidates recommended by the CEO, or any other candidates (provided that the CEO shall have the right to first agree to such other candidates).

*** END ***

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