CEO's review of operations and outlook

Dear Stakeholders,

This is my first opportunity to write to you as Chief Executive Officer of MTR since taking up my appointment on 1 December 2003. I am honoured to have the opportunity to join and to lead this well regarded Company which provides essential services to so many in Hong Kong.

2003 was a difficult year for Hong Kong and MTR, with the outbreak of SARS, a continued sluggish economic environment and depressed property market for most of the year. Despite this, the Company performed well both operationally and financially, testifying to the effectiveness of our business model and the dedication of our people. I am confident that we will build on these achievements in 2004, a year which also marks 25 years of MTR operations in Hong Kong.

The strong profits achieved by MTR in 2003 were attributable to significant property development incomes. Although revenue declined slightly by 1.2% to HK$7,594 million, mainly due to the one-off impact of SARS on rail patronage and our other commercial activities, effective cost containment and the recognition of HK$5,369 million in property development profits contributed to net profits increasing by 24.3% to HK$4,450 million. Correspondingly, earnings per share increased by 21.4% to HK$0.85 per share. The Board has proposed a final dividend of HK$0.28 per share which, when combined with the 2003 interim dividend of HK$0.14 per share, will result in total dividends of HK$0.42 per share, which is the same as in 2002. As in previous years, shareholders will be given an option to receive dividends either in cash or scrip. At the time of our stock market listing, the Government had undertaken to elect to receive its entitlement in scrip form in such amount as to ensure that a maximum of 50% of the total dividend paid by the Company will be in cash. The undertaking was initially for a period extending to MTR's financial year ending 31 December 2003 and hence will apply to the 2003 final dividend.

We are pleased to report that Government has agreed to extend their scrip dividend arrangement, on the same basis as their previous arrangement for a further period up to and including dividends to be declared for the Company's financial year ending 31 December 2006.

Overview of business performance

Without doubt, the outbreak of SARS that began in March and lasted into the middle of 2003 was the single most significant event affecting MTR last year. It impacted all of our businesses, severely affecting patronage, curtailing property activity, reducing non-fare revenues and even constraining our ability to pursue consultancy business overseas. Fortunately, our swift and effective response ensured the safety of our customers and our employees, as well as mitigating most of its negative effect on profitability. The post-SARS recovery in the second half of the year has also been strong and rapid. By the end of 2003, our overall rail patronage and non-fare revenues had returned to normal levels.

The impact of SARS and competition from buses contributed to a modest 4.0% decline in revenues from railway operations to HK$5,489 million, as total patronage of the MTR Lines declined by 0.9% to 770 million and that on the Airport Express (AEL), which celebrated its fifth anniversary in 2003, fell by a more considerable 19.0% to 6.8 million owing to the negative impact on air travel in Asia. In the last quarter of 2003, total patronage on the MTR Lines has recovered to a more normal level of 208.9 million as compared to 207.1 million in the last quarter of 2002, whilst that on the AEL has improved to 2.02 million, still slightly below the 2.18 million for the same period in 2002. AEL's less rapid recovery is mainly due to the reduction of travellers from the U.S. and Europe.

Recognising the difficult economic environment in Hong Kong, MTR continued with the "Ride 10 Get 1 Free" promotion in 2003 which, on average, benefits 450,000 passengers each week. In addition, a number of other promotion programmes were instigated, particularly after SARS, such as "Ride 5 Get Cash Coupons" and "$2 Holiday Ride" for children and the elderly. Various initiatives to improve our connectivity with other modes of transport such as KCRC's network and minibuses were introduced, most recently through two new interchanges with KCRC's newly opened West Rail.

MTR is committed to providing high standards of service to our customers. In 2003, our customer service performance surpassed both the Government's requirements under the Operating Agreement and the Company's own more stringent Customer Service Pledges. Further progress was made on improving station environments, including platform screen doors which have now been installed at 14 underground stations. The platform screen door offers additional safety to our customers as well as providing better temperature control in our platforms and is welcomed by the public. The first full year of operation of the Tseung Kwan O Line produced good operating results, thereby helping to improve patronage of our system. With the opening of the Tseung Kwan O Line as well as the other patronage enhancing initiatives, MTR's share of the franchised public transport market improved to 24.3% in 2003, after several years of decline.

Good progress was made on new projects in 2003. Construction of the Penny's Bay Rail Link to the future Disney Theme Park is progressing extremely well for completion in the second half of 2005. A formal project agreement for the Tung Chung Cable Car, which will provide a world class tourist attraction in Lantau Island combining a scenic cable car ride and a cultural theme village, was signed with Government in November 2003. Work has already commenced with an anticipated completion date in early 2006. MTR will invest HK$950 million in this project and is extending our brand and capabilities, built up as a high quality transport service provider, into the tourism sector serving local visitors and those from abroad. Earlier, in January 2003, the Government had requested the Company to proceed with planning for the South Island Line and the West Island Line, which will provide rail service for the first time to the residents in the western and the southern districts of Hong Kong Island. We expect to make further submissions to Government on this project in the second quarter of 2004.

Our non-fare businesses started to improve, post SARS, during the second half of 2003. Despite lower business volume for the year as a whole, we continued to expand and enhance our advertising formats and offerings, particularly at tracksides and in station concourses, including the introduction of the first trackside plasma TV screens. Our highly successful station renovation programme continued to add commercial floor space and kiosks in stations, improve the trade mix and enliven the retail environment. We continued to work with mobile operators to provide telecommunications infrastructure, in anticipation of 3rd generation mobile telephony (3G). Our fixed line bandwidth wholesale business, TraxComm, had secured a number of long-term revenue contracts which helped build a firm foundation for its further expansion. Our external consulting business also had a successful year, including winning a contract with Octopus Cards Ltd. to develop an e-ticketing system for the public transport system in the Netherlands. Currently, MTR consultants are working on projects in 25 cities in 14 countries around the world. Our subsidiary Octopus Cards Ltd. had a difficult first half due to the impact of SARS. However, card numbers continued to grow and recorded 10.4 million by year end with annual transaction value increasing by 1.4% to HK$18.5 billion for the year as a whole. Non-transport usage of Octopus Cards expanded at an impressive rate of 42.6%.

2003 was a very successful year for our property development business as a number of major developments were completed. Total profit recorded was HK$5,369 million, a significant increase of 43.0% when compared with 2002. These property development profits were derived from our receipt of the 18 floors in Two International Finance Centre (Two IFC), receipt and sale of residential units in the Sorrento development at Union Square as well as from deferred income relating mainly to Kowloon Package 4, The Harbourside, and Tung Chung Package 3, Caribbean Coast developments. Together with our joint venture developer, we launched residential apartments for sale in Tung Chung Station comprising Seaview Crescent Phase II and Caribbean Coast Phase II, and Residence Oasis in Hang Hau Station, all to enthusiastic response. As one of the largest land bank owners in Hong Kong, a stable and improving property market will work to the benefit of the Company. In response to the depressed property market caused by SARS and the general over-supply of property in 2003, MTR did not tender out any site last year. The tendering process for Area 86 is likely to start towards the end of 2004 and the new residential units are likely to be completed from 2007 onward.

In property rental, despite SARS and a weak economy, our shopping centre leases were close to capacity, and substantial progress was made towards leasing of our 18 floors in Two IFC, where close to 60% of available floor area was leased out at the end of 2003. Our property management business again continued to expand both in Hong Kong and overseas. In Hong Kong, new units were added to our portfolio from Coastal Skyline, Caribbean Coast, and Seaview Crescent Phase II at Tung Chung Station, and Sorrento Phase One at Union Square, bringing the total number of residential units managed by MTR to 46,915 from 42,074 in 2002. The total area of commercial and office space under property management at the end of 2003 climbed to 558,796 square metres representing a 50% increase.

Despite the very challenging environment, MTR achieved strong financial results in 2003 mainly from significant property development contributions. While total fare revenues from the MTR Lines decreased by 2.0% to HK$5,064 million, and those of AEL declined by 23.1% to HK$425 million, this was partially offset by higher station commercial and other revenues which rose strongly by 14.1% to HK$1,117 million, and marginally higher property management income. Total revenue was HK$7,594 million, which represents a modest reduction of 1.2% from 2002.

Operating costs were effectively contained with gains in productivity. Total operating costs rose by a modest 4.8% to HK$3,847 million despite a full year's operation of the new Tseung Kwan O Line and one-off charges relating to a deficit on revaluation of our head office premises of HK$69 million. Combined with reduced revenues, operating margin from railway and related operations before depreciation and interest was 49.3% compared to 52.2% in 2002. Property development profits increased significantly by 43.0% to HK$5,369 million following receipt of the office and carpark spaces at Two IFC in July. Operating profit before depreciation therefore increased by 17.3% to HK$9,116 million.

In accordance with Company policy, during the year, we conducted a periodic review of the estimated useful lives of our rail assets which resulted in a net reduction in annual depreciation charge. Depreciation charge in 2003 reduced slightly to HK$2,402 million when compared with 2002. Interest charges increased by 36.8% to HK$1,539 million due to the full year impact of interest charges on the Tseung Kwan O Line. Following the adoption of the revised accounting standard on income taxes from 1 January 2003, the Group recognised an amount of HK$748 million mostly in respect of deferred income tax expense for the year as compared to HK$634 million for 2002 (as restated for deferred income tax). The deferred income tax charges for 2003 also included an amount charged relating to the increase in Profits Tax rate in 2003 from 16% to 17.5%. It should be noted that this deferred income tax charge is a non-cash item. Together with the Group's share of Octopus Card Ltd.'s earnings of HK$23 million, the profit attributable to shareholders was HK$4,450 million or HK$0.85 per share, being respectively 24.3% and 21.4% higher than 2002 (as restated for deferred income tax).

During the year, the Group was successful in taking advantage of the strong liquidity and tight credit spreads in the bond and debt markets, and arranged a total of HK$8.3 billion in new cost-effective financings, comprising HK$5.2 billion in bank loans and HK$3.1 billion in medium term notes, which helped extend financing coverage well into the third quarter of 2004. The Group's effective interest rate decreased from 5.4% in 2002 to 5.1% in 2003. The Company also completed our first US cross border leasing transaction on our AEL and some MTR Lines trains in March 2003 which provided a substantial net present value financial benefit to be recognised over the life of the lease.

Beyond Hong Kong

MTR has engaged in external consultancy activities since 1998. Through numerous consultancies we have developed an extensive knowledge base of railway construction and operation as well as property management in a number of countries. We are now taking the next step in our corporate development to leverage off our Hong Kong and international knowledge base to seek investments in rail and related areas abroad.

In January 2004, we entered into an agreement in-principle with the Shenzhen Municipal Government for the construction of Phase 2 of Line 4 of the proposed Shenzhen Metro System and the operation of the whole of Line 4 for a term of 30 years under a build-operate-transfer arrangement. The agreement also incorporates property development rights of 2.9 million square metres of commercial and residential property. MTR will be a 100% owner initially with a commitment to hold at least 51% equity interest during for duration of the project. The project is planned for completion by the end of 2008, and its estimated cost of RMB6 billion will be funded 40% by equity and 60% non-recourse project financing in RMB. The final agreement requires the approval of the Central Government in Beijing.

Besides the Shenzhen project, MTR has been in active discussions on rail project investments in other Mainland Chinese cities such as Beijing. Investment models in Mainland China will differ from city to city and from project to project and hence we would expect to see other models used which may be different from the Shenzhen "rail and property" model. In all cases, MTR will adopt a prudent approach in evaluating these business opportunities.

Outside China, the Company is exploring relatively small investments in light rail transit in the UK and Canada.

The Company is excited about the growth opportunities outside Hong Kong but also recognises the associated risks. Hence investments will be made on a prudent basis with return requirements commensurate with risk and focusing only on those opportunities which will leverage off our substantial experience and expertise in Hong Kong as well as the invaluable lessons learned from our overseas consultancy business. However, Hong Kong will remain our home base and most important market.

Outlook

In the more immediate future, performance will be driven by expansion of our existing core businesses. The Hong Kong economy rebounded quickly in the last quarter of 2003 with reducing unemployment. This momentum has continued in the first two months of 2004 and has benefited MTR's businesses in rail operations, property rental and management. Barring unforeseen circumstances, we expect patronage in 2004 to improve over 2003 as the economy recovers and West Rail, and the future KCRC Ma On Shan Extension, feed more passengers into our system. The "Ride 10 Get 1 Free" promotion has been extended to 30 September 2004 and this, plus other promotion schemes, will provide financial motivations to our regular passengers and support to patronage growth. Work will continue to progress on the Penny's Bay Rail Link and the Tung Chung Cable Car projects and we aim to submit detailed proposals to the Government on the South Island Line in the second quarter of 2004.

The recovery of the Hong Kong economy will also benefit our station commercial and other businesses. Towards the end of 2003, we already saw positive momentum in our advertising business which should further strengthen in 2004. This is well illustrated by advertising revenues increasing by double digits in the fourth quarter of 2003 when compared to the fourth quarter of 2002. In 2004, we will roll out trackside mega posters and launch a new type of tunnel motion advertising with enhanced technology. Likewise, in our station commercial facilities rental business, 2004 will see the continuation of our station improvement programme where we expect to add an additional 2,200 square metres of retail space. In telecommunication, the Company began catering for 3G reception in January 2004 in 18 "hot-spot" stations whilst TraxComm continues to increase its wholesale customer base. Our external consultancy business will continue in a focussed manner aimed at supporting and enhancing the Company's overseas investment strategy.

The Company recorded significant property development profits in 2003. This level of profit is not expected to repeat in the foreseeable future. In 2004 we would expect to receive our share of Phase I in the 82,750 square metres retail centre in Union Square at Kowloon Station amounting to about 61,000 square metres. This retail centre would require internal fit-out and decoration over the next two years. With good construction and pre-sale progress in our Airport Railway residential developments we would expect most developments to be completed, and hence the related deferred income, the balance of which stood at HK$4,924 million as at 31 December 2003, to be mostly recognised over the next three years. At Tseung Kwan O, pre-sale activity of Residence Oasis at Hang Hau Station is progressing satisfactorily. Besides Residence Oasis, it is unlikely that other Tseung Kwan O developments would contribute to the Company's profitability until 2006. In our property tender activities, we expect to start tendering certain packages in Area 86 towards the end of 2004 such that new units could be delivered to the market by 2007.

For our property rental and management business, 2004 will see the first full year of contribution from Two IFC, albeit a relatively minor one. Our four main shopping centres continue to enjoy close to full occupancy and we are already seeing a firming of rental rates which we expect to continue in 2004. In the next few years, the Company's portfolio will be increased by the Union Square shopping centre where we should see rental revenue beginning in 2007, as well as by a small shopping centre at Hang Hau where rental income should start in 2005.

Possible merger between MTR and KCRC

The Government announced on 24 February 2004 that it has invited the Company and KCRC to commence discussions on the possible merger between MTR and KCRC. The Company welcomes this development but reiterates that the merger needs to be properly structured and implemented on acceptable terms. Following Government's announcement, the Company has started work on the merger and will report to shareholders on progress at the appropriate time. The Company will work closely with the Government and KCRC to bring the matter to a close as expeditiously as possible, always with the interest of all its shareholders and stakeholders as a priority. The possible merger will be a connected transaction and therefore will require independent shareholders' approval. Stakeholders should note that there can be no assurance at this time that a merger will be implemented.

Our people

At 09:12 on 5 January 2004, we experienced an arson attack on one of our trains traveling from Tsim Sha Tsui to Admiralty. With the effective response of members of our staff and the calm reaction of passengers, the train was brought safely to its destination and evacuated within two minutes. It was fortunate that no one was physically injured in an incident that has the potential to do great damage. I would like to pay tribute to our people, those who were involved in this incident and the many others who have worked quietly and professionally every day to serve the people of Hong Kong. They are the true heroes who in the past 25 years have made MTR a world class organisation.

Sustainability

While this report focuses largely on the financial and operational aspects of 2003, I would like to make mention of our wider contribution to society, which is covered fully in the separate Sustainability Report available on our corporate web-site. We firmly believe that a sustainable business is one that not only achieves acceptable returns for capital providers, but also contributes positively to employees, customers, the environment and the general public.

Corporate governance is an area of critical importance to us. At a time when capital providers are increasingly concerned about the way companies are governed, we are proud of our achievement in this area. In 2003, our 2002 Annual Report won the Silver Award under the General Category in the 2003 Best Annual Reports Competition organised by the Hong Kong Management Association, marking the fifteenth consecutive year since 1988 that we have been recognised by the Association. As a Securities and Exchange Commission reporting company, we have been, and will continue the process of reviewing our internal systems and practices and implementing new requirements under the U.S. Sarbanes-Oxley Act 2002 in line with applicable compliance dates.

Regarding the environment and the community, MTR has calculated its green house gas emissions as a first step in developing a strategy to deal with the challenge of carbon emissions, and expanded stakeholder engagement with the Sustainability Advisory Board in support of the Tung Chung Cable Car project. We have maintained our presence in the Dow Jones Sustainability Index (DJSI) and the FTSE4Good Index and taken an active role internationally as a founding signatory of the UITP Charter for Sustainable Development and regionally as a Stakeholder Organisation for the Global Reporting Initiative, an independent, multi-stakeholder and international organisation with a mission to provide best practice guidance for preparation of sustainability reports.

2004 Objectives

By way of conclusion, the Company's objectives for 2004 are as follows:

– Maintain tight cost control and further improve efficiency

– Raise patronage and continue to enhance service standards

– Deliver our projects in Hong Kong on time and within budget

– Achieve further progress on the South Island Line project

– Continue to enhance revenues from our non-fare businesses as well as our property rental and management businesses

– Complete further sales of property developments and continue plans for tendering the remaining property development packages along the Tseung Kwan O Line

– Work towards a final agreement on the Shenzhen project and develop other overseas investment opportunities

– Work closely with Government and KCRC to structure and negotiate the merger between KCRC and the Company

Although I have been with MTR for only three months, I have been truly impressed by the energy, dedication and expertise at all levels of the Company and I feel confident that we will achieve all these objectives.

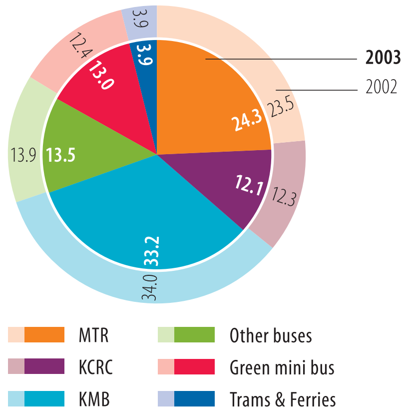
Finally, I will reiterate my Chairman's thanks to all MTR staff, management and directors, as well as customers, shareholders and business partners, for their continued support.

C K Chow, *Chief Executive Officer*
Hong Kong, 2 March 2004

Market shares of major transport operators in HK

The Tseung Kwan O Line helped raise MTR's market share in 2003.

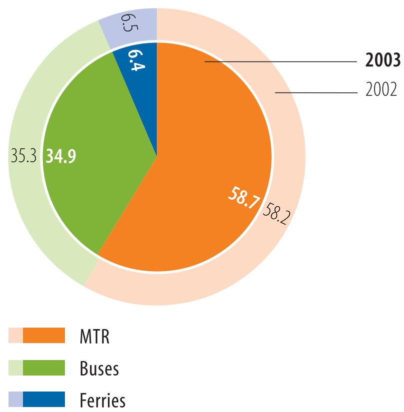
Percentage



Market shares of transport operators crossing the harbour

The Company's share of cross harbour traffic rose slightly as it won patronage against strong competition from other operators.

Percentage



Market shares of transport operators to/from the airport

The severe decline in overseas visitors by air, who tend to favour the Airport Express Line, eroded MTR's share of airport transfers.

Percentage