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1934 Act Registration No. 33 - 96234

REC'D S.E.C.
JUL 25 2002
1086

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
The Securities Exchange Act of 1934

PROCESSED
JUL 25 2002
THOMSON
FINANCIAL

For the Month of July 2002

MTR Corporation Limited
(地鐵有限公司)

(Translation of registrant's name into English)

MTR Tower
Telford Plaza
33 Wai Yip Street
Kowloon Bay
Hong Kong

(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.)

Form 20-F Form 40-F _____

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes _____ No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82- _____)

EXHIBITS

<u>Exhibit Number</u>	<u>Page</u>
1.1 Announcement, dated July 24, 2002	4

NOTE REGARDING FORWARD-LOOKING STATEMENTS

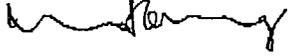
Certain statements contained in this Form 6-K may be viewed as “forward-looking statements” within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual performance, financial condition or results of operations of MTR Corporation Limited (the “Company”) to be materially different from any future performance, financial condition or results of operations implied by such forward-looking statements. With respect to the Company’s railway operations, such factors include, among others, the following: (i) general political, social and economic conditions in Hong Kong and elsewhere in Asia; (ii) accidents and natural disasters; (iii) the terms on which the Company finances its working capital and capital expenditure requirements; (iv) the implementation of new projects and the timely and effective development of the railway and any disruptions to that implementation and development; (v) changes in the fares for the Company’s services; (vi) competition from alternative modes of transportation, in particular franchised buses and public light buses; (vii) the Company’s relationship with the Government of the Hong Kong Special Administrative Region (the “Government”); (viii) the Government’s policies relating to transportation and land use planning in Hong Kong, which may change as a result of the Government’s population and employment growth projections (which themselves are subject to change); and (ix) other factors beyond the Company’s control. With respect to the Company’s property operations, such factors include, among others, the following: (i) general political, social and economic conditions in Hong Kong and elsewhere in Asia; (ii) the level of interest rates prevailing in Hong Kong; (iii) the Company’s ability to complete property developments on time and within budget; (iv) the terms on which the Company finances its working capital and capital expenditure requirements; (v) competition from other property developments; (vi) the Government policies relating to property ownership and development, which may change as a result of the Government’s population and employment growth projections (which themselves are subject to change), and (vii) other factors beyond the Company’s control.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MTR Corporation Limited
(Registrant)

Date: July 25, 2002

By: 
Name: Lila Fong
Title: Legal Manager (Secretarial)

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MTR Corporation Limited
(地鐵有限公司)

(Incorporated in Hong Kong with limited liability)

CONNECTED TRANSACTION

Signing of the PBRL Project Agreement
in relation to the Penny's Bay Rail Link to service the Hong Kong Disneyland

MTR Corporation Limited (地鐵有限公司) (the "Company") is pleased to announce that further to the announcement made by the Company on 9th July, 2002, the Company has, on 24th July, 2002, entered into a project agreement (the "PBRL Project Agreement") with the Government, acting through the Deputy Secretary for the Environment, Transport and Works (Transport and Works), relating to the design, construction, financing, and operation of the Penny's Bay Rail Link, a railway link and related services and facilities to be constructed by the Company to service the Hong Kong Disneyland. The terms of the PBRL Project Agreement are as summarised in the announcement made on 9th July, 2002.

By order of the Board
Leonard Bryan Turk
Company Secretary
MTR Corporation Limited

Hong Kong, 24th July, 2002

