



THE KOWLOON MOTOR BUS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of THE KOWLOON MOTOR BUS HOLDINGS LIMITED (the "Company") will be held at the Grand Ballroom, Level 6, Royal Plaza Hotel, 193 Prince Edward Road West, Kowloon, Hong Kong on 26 August 2003 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"THAT the prime cost contract dated 17 July 2003 (the "Prime Cost Contract") entered into between Lai Chi Kok Properties Investment Limited ("LCKPI"), an indirectly wholly-owned subsidiary of the Company, and Chun Fai Construction Co. Ltd. ("Chun Fai"), a wholly-owned subsidiary of Sun Hung Kai Properties Limited, pursuant to which, LCKPI shall appoint Chun Fai as the management contractor to construct and complete the substructure and superstructure of the development to be constructed on or above Section A of New Kowloon Marine Lot No. 3 (the "Lot") and the associated construction to be constructed near the Lot (together "the Development") as described in certain drawings and specifications, a copy of which marked "A" has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification and the transactions contemplated thereby be and are hereby confirmed, ratified and approved and THAT the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion, consider necessary or desirable or expedient for the purpose of or in connection with the implementation of the Prime Cost Contract."

By Order of the Board
Lana Woo
Company Secretary

Hong Kong, 8 August 2003

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Office:
No. 1, Po Lun Street
Lai Chi Kok
Kowloon
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.
- (4) For the information of the members of the Company, please refer to (i) the announcement of the Company dated 21 July 2003; and (ii) the circular of the Company dated 8 August 2003 (the "Circular") for details of, inter alia, the Prime Cost Contract.
- (5) This notice of special general meeting of the Company is also included in the Circular to be despatched to the members of the Company.

*Please also refer to the published version of this announcement in
The Standard and Hong Kong Economic Times.*