



The Kowloon Motor Bus Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 062)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Kowloon Motor Bus Holdings Limited (the "Company") will be held at The Royal Plaza Hotel, Grand Ballroom, 193 Prince Edward Road West, Kowloon, Hong Kong on Thursday, 19 May 2005 at 2:30 p.m. to transact the following business:-

- to receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2004;
- to declare a final dividend;
- to re-elect directors of the Company and fix their remuneration; and
- to appoint auditors and to authorise the directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without modifications the following resolution as ordinary resolution:

Ordinary Resolution:-

5. "THAT:-

- (A) (i) subject to paragraph A(iii) of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph A(i) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the expiry of the Relevant Period;
- (iii) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph A(i) of this Resolution, otherwise than pursuant to:-
- a Rights Issue (as hereinafter defined); or
 - an issue of shares of the Company upon the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - any scrip dividend scheme or similar arrangement providing for issue of shares of the Company in lieu of the whole or part of the dividend on shares of the Company in accordance with the Bye-laws of the Company;

shall not exceed 20 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

- (iv) for the purposes of this paragraph (A):-

"Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:-

- the conclusion of the next annual general meeting of the Company;
- the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; or
- the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting; and

"Rights Issue" means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company);

- (B) (i) subject to paragraph B(ii) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (ii) the aggregate nominal value of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph B(i) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph B(i) of this Resolution shall be limited accordingly; and

- (iii) for the purposes of this paragraph (B):-

"Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:-

- the conclusion of the next annual general meeting of the Company;
- the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda or any applicable laws to be held; or
- the time when such mandate is revoked or varied by an ordinary resolution by shareholders of the Company in general meeting;

- (C) the general unconditional mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to paragraph (A) of this Resolution be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the general unconditional mandate to repurchase shares referred in paragraph (B) of this Resolution provided that such extended amount shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution."

By Order of the Board
Lana WOO
Company Secretary

Hong Kong, 25 April 2005

Notes:

- Any member of the Company entitled to attend and vote at the Annual General Meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member who is a holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Annual General Meeting.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be delivered to the Company's principal office at No. 1, Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting.
- The Register of Members will be closed from Monday, 9 May 2005 to Thursday, 19 May 2005 both days inclusive, during which period no transfer of shares will be effected. To rank for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 6 May 2005.
- Regarding Resolution 3 above, The Hon Sir Sze-yuen CHUNG, *GBM, GBE, PhD, FREng, JP*, Dr Norman LEUNG Nai Pang, *GBS, JP*, Mr KWOK Ping-sheung, *Walter, JP*, Mr NG Siu Chan, Mr William LOUEY Lai Kuen, Mr John CHAN Cho Chak, *GBS, JP*, Dr KUNG Ziang Mien, *James, GBS, OBE* and Mr SIU Kwing-chue, *Gordon, GBS, CBE, JP* will retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting. Biographies of these Directors are set out in Appendix II to the circular dated 25 April 2005.
- Regarding Resolution 5 above, the Directors wish to state that they have no immediate plans to repurchase any existing shares of the Company or issue any new shares pursuant to the relevant mandate.

As at the date of this notice, members of the Board of Directors of the Company are:

Independent Non-executive Directors

The Hon Sir Sze-yuen CHUNG,

GBM, GBE, PhD, FREng, JP

Chairman

Dr KUNG Ziang Mien, *James, GBS, OBE*

(with Mr KUNG Lin Cheng, *Leo as alternate*)

Dr Eric LI Ka Cheung, *GBS, OBE, JP*

Mr SIU Kwing-chue, *Gordon, GBS, CBE, JP*

Non-executive Directors

Dr Norman LEUNG Nai Pang, *GBS, JP*

Deputy Chairman

Mr KWOK Ping-luen, *Raymond*

Mr KWOK Ping-sheung, *Walter, JP*

(with Ms Susanna LAU Shung Oi

as alternate)

Mr YU Shu Chuen

Mr NG Siu Chan

Mr William LOUEY Lai Kuen

Mr George CHIEN Yuan Hwei

Mr Rafael HUI, *GBS, JP*

Executive Directors

Mr John CHAN Cho Chak, *GBS, JP*

Managing Director

Mr Charles LUI Chung Yuen, *M.H.*

Ms Winnie NG

Mr LUI Pochiu

Mr Edmond HO Tat Man

Deputy Managing Director

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