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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in The Kowloon Motor Bus Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**THE KOWLOON MOTOR BUS HOLDINGS LIMITED****(九龍巴士控股有限公司)****(Incorporated in Bermuda with limited liability)**(Stock Code: 062)***PROPOSED CHANGE OF NAME OF THE COMPANY**

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening a Special General Meeting of The Kowloon Motor Bus Holdings Limited to be held at the Royal Plaza Hotel, Grand Ballroom, 193 Prince Edward Road West, Kowloon, Hong Kong at 10:00 a.m. on 24 November 2005 to consider and, if thought fit, to approve the Special Resolution is set out on pages 6 and 7 of this circular. Whether or not you intend to attend the Special General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to The Kowloon Motor Bus Holdings Limited'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, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Special General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Special General Meeting or any adjournment thereof should you so desire.

* *for identification purpose only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 20 October 2005 in relation to the proposed change of name of the Company
“Board”	the board of Directors
“China Mainland”	People’s Republic of China, which, for the purpose of this circular, includes all areas of the People’s Republic of China, except Hong Kong, Macau and Taiwan
“Company”	The Kowloon Motor Bus Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	a special general meeting of the Company to be convened to approve, if thought fit, the Special Resolution, the notice of which is set out on pages 6 and 7 of this circular
“Shareholders”	holders of Shares
“Shares”	shares of HK\$1.00 each in the capital of the Company (or such other nominal value as a result of any sub-division, consolidation, re-classification or reconstruction of the share capital of the Company from time to time)
“Special Resolution”	the special resolution to be proposed at the SGM to approve, if thought fit, the change of the name of the Company from “The Kowloon Motor Bus Holdings Limited” to “Transport International Holdings Limited”, and subject to the change of the English name of the Company becoming effective, to adopt “載通國際控股有限公司” as the new Chinese name of the Company for identification purpose only
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under Section 2 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)

LETTER FROM THE BOARD



THE KOWLOON MOTOR BUS HOLDINGS LIMITED

(九龍巴士控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 062)

Directors:

The Hon Sir Sze-yuen CHUNG, GBM, GBE, PhD, FREng, JP[#]

Chairman

Dr Norman LEUNG Nai Pang, GBS, JP

Deputy Chairman

KWOK Ping-luen, Raymond, JP

KWOK Ping-sheung, Walter, JP

YU Shu Chuen

NG Siu Chan

William LOUEY Lai Kuen

John CHAN Cho Chak, GBS, JP

Managing Director

Charles LUI Chung Yuen, M.H.

Winnie NG

Dr KUNG Ziang Mien, James, GBS, OBE[#]

George CHIEN Yuan Hwei

Dr Eric LI Ka Cheung, GBS, OBE, JP[#]

LUI Pochiu

Edmond HO Tat Man

SIU Kwing-chue, Gordon, GBS, CBE, JP[#]

YUNG Wing Chung

(Alternate Director to Mr KWOK Ping-luen, Raymond, JP)

Susanna LAU Shung Oi

(Alternate Director to Mr KWOK Ping-sheung, Walter, JP)

KUNG Lin Cheng, Leo

(Alternate Director to Dr KUNG Ziang Mien, James, GBS, OBE[#])

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal Office:

No.1, Po Lun Street

Lai Chi Kok

Kowloon

Hong Kong

[#] *Independent Non-executive Directors*

1 November 2005

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF NAME OF THE COMPANY

1. INTRODUCTION

On 20 October 2005, the Company announced that the Board proposes to change the name of the Company from “The Kowloon Motor Bus Holdings Limited” to “Transport International Holdings

* *for identification purpose only*

LETTER FROM THE BOARD

Limited”. It is also proposed that, subject to the change of the English name of the Company becoming effective, the Company will adopt “載通國際控股有限公司” as its new Chinese name for identification purpose only.

The purpose of this circular is to provide you with further information regarding the Special Resolution in respect of the proposal to be put forward at the SGM, to enable you to make an informed decision on whether to vote for or against the Special Resolution.

2. REASONS FOR THE PROPOSED CHANGE OF NAME OF THE COMPANY

The Group is principally engaged in the operation of franchised public bus and non-franchised transportation services, the provision of media sales services, and property holdings and development. Geographically, the Group operates in Hong Kong and other major cities in China Mainland including Dalian, Beijing, Shanghai, Guangzhou, Wuxi and Shenzhen. In the light of the increasing diversity of the Group’s business activities and geographical operating regions, the Board considers that the new name of the Company will more accurately reflect the existing scope of the Group’s businesses and enhance its corporate image for future operations. The change of name of the Company will not affect the Group’s businesses carried on under the names of its existing subsidiaries. The operation of the Group’s franchised public bus services in Hong Kong will continue to be carried on by its two wholly-owned subsidiaries — The Kowloon Motor Bus Company (1933) Limited and Long Win Bus Company Limited.

3. ARRANGEMENTS FOLLOWING THE CHANGE OF NAME TAKING EFFECT

The effective date of the change of name will be the day on which the new name is entered by the Registrar of Companies in Bermuda on the register in place of the existing name.

Upon the change of name becoming effective, all existing share certificates of the Company will continue to be evidence of title to the ordinary Shares and will continue to be valid for trading, settlement and registration purposes and the rights of the Shareholders will not be affected as a result of the proposed change of name. Shareholders who wish to exchange their existing share certificates for share certificates bearing the new company name may, however, submit their existing share certificates to Computershare Hong Kong Investor Services Limited, the Hong Kong branch registrar of the Company, at 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for exchange for new share certificates, free of charge, within 30 days after the change of name has become effective. Thereafter, any exchange for new share certificates will be handled by Computershare Hong Kong Investor Services Limited on payment of a prescribed fee.

After the change of name has become effective, any issue of share certificates will be in the new company name and the Shares will be traded on the Stock Exchange in the new name.

LETTER FROM THE BOARD

4. CONDITIONS

The proposed change of name of the Company is subject to the following conditions:

- (a) the passing of the Special Resolution by the Shareholders at SGM to approve the proposed change of name of the Company; and
- (b) the Registrar of Companies in Bermuda granting approval for the proposed change of name of the Company and entering the new name of the Company on the register of companies in place of the existing name.

A further announcement will be made when the proposed change of name becomes effective.

5. SPECIAL GENERAL MEETING

Set out on pages 6 to 7 of this circular is a notice convening the SGM which is to be held at the Royal Plaza Hotel, Grand Ballroom, 193 Prince Edward Road West, Kowloon, Hong Kong on 24 November 2005 at 10:00 a.m.. The notice of the SGM is also published by the Company on 1 November 2005 in the South China Morning Post in English and the Hong Kong Economic Journal in Chinese respectively. The SGM will be held for the purpose of considering and, if thought fit, approving the change of name of the Company.

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to 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, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the SGM if they so wish.

6. PROCEDURES FOR DEMANDING A POLL

Pursuant to bye-law 66 of the Bye-laws of the Company, a resolution put to the vote at a general meeting shall be decided on a show of hands unless (before or upon the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three members of the Company present in person (or in the case of a member of the Company being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or

LETTER FROM THE BOARD

- (c) by a member or members of the Company present in person (or in the case of a member of the Company being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members of the Company having the right to vote at the meeting; or
- (d) by a member or members of the Company present in person (or in the case of a member of the Company being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand by a person as proxy for a member of the Company or in the case of a member of the Company being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member of the Company.

7. RECOMMENDATION

The Directors consider that the proposed change of name of the Company is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the Special Resolution to be proposed at the SGM.

Yours faithfully,
By Order of the Board
John CHAN Cho Chak
Managing Director

NOTICE OF SPECIAL GENERAL MEETING



THE KOWLOON MOTOR BUS HOLDINGS LIMITED

(九龍巴士控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 062)

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 Royal Plaza Hotel, Grand Ballroom, 193 Prince Edward Road West, Kowloon, Hong Kong on 24 November 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution of the Company:-

SPECIAL RESOLUTION

“**THAT**, subject to the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be changed to “Transport International Holdings Limited” and, for identification purpose only, “載通國際控股有限公司” be adopted as the Chinese name of the Company and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit in order to effect the foregoing.”

By Order of the Board
Lana WOO
Company Secretary

Hong Kong, 1 November 2005

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

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

* *for identification purpose only*

NOTICE OF SPECIAL GENERAL MEETING

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 17th 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) This notice of special general meeting of the Company is also published by the Company on 1 November 2005 in the South China Morning Post in English and the Hong Kong Economic Journal in Chinese respectively.
- (5) As at the date of this notice, the Directors of the Company are The Hon Sir Sze-yuen CHUNG, GBM, GBE, JP as Chairman and Independent Non-executive Director; Dr. Norman LEUNG Nai Pang, GBS, JP as Deputy Chairman; Dr. KUNG Ziang Mien, James, GBS, OBE (with Mr. KUNG Lin Cheng, Leo, as alternate), Dr. Eric LI Ka Cheung, GBS, OBE, JP and Mr. SIU Kwing-chue, Gordon, GBS, CBE, JP as Independent Non-executive Directors; Mr. YU Shu Chuen as Honorary Executive Director; Mr. John CHAN Cho Chak, GBS, JP as Managing Director; Mr. Charles LUI Chung Yuen, M.H., Ms. Winnie NG, Mr. LUI Pochiu and Mr. Edmond HO Tat Man as Executive Directors; Mr. KWOK Ping-luen, Raymond, JP (with Mr. YUNG Wing Chung as alternate), Mr. KWOK Ping-sheung, Walter, JP (with Ms. Susanna LAU Shung Oi as alternate), Mr. NG Siu Chan, Mr. William LOUEY Lai Kuen and Mr. George CHIEN Yuan Hwei as Directors.



THE KOWLOON MOTOR BUS HOLDINGS LIMITED

(九龍巴士控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 062)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We¹ _____

of _____

being the registered holder(s) of ² _____ shares of HK\$1.00 each in the capital of THE KOWLOON MOTOR BUS HOLDINGS LIMITED (the "Company"), HEREBY APPOINT³

of _____

or failing him the Chairman of the Meeting as my/our proxy to act for me/us and on my/our behalf at the Special General Meeting of the Company to be held at the Royal Plaza Hotel, Grand Ballroom, 193 Prince Edward Road West, Kowloon, Hong Kong on 24 November 2005 at 10:00 a.m. and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolution as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

	FOR ⁴	AGAINST ⁴
To approve the Special Resolution as set out in the Notice of Special General Meeting ⁹ in relation to the proposal for change of name of the Company.		

Signature of Shareholder(s) ⁵ _____ Date this _____ day of _____ 2005

Notes:-

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company, but must attend the meeting in person to represent you.
- Important: If you wish to vote for the resolution, tick in the appropriate box marked "For". If you wish to vote against the resolution, tick in the appropriate box marked "Against". Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised in writing.
- 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.
- 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 notorially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, namely, Computershare Hong Kong Investor Services Limited at 17th 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.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- Notice of Special General Meeting is published on 1 November 2005 in the South China Morning Post in English and the Hong Kong Economic Journal in Chinese and is contained in the Circular which is sent to the shareholders of the Company together with this form of proxy.

* for identification purpose only