



THE KOWLOON MOTOR BUS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 062)

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 at 10:00 a.m. on 25 November 2004 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 supplementary agreement dated 15 October 2004 (the "Supplementary Agreement") 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 ("SHKP") to vary and amend certain terms and conditions of the Prime Cost Contract dated 17 July 2003 entered into between LCKPI and Chun Fai, 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 Supplementary Agreement."

By Order of the Board
Lana WOO
Company Secretary

Hong Kong, 8 November 2004

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 notorially 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, on 46th 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 15 October 2004; and (ii) the circular dated 8 November 2004 for details of, inter alia, the Supplementary Agreement.
- (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.
- (6) As at the date of this notice, the Board of Directors of the Company is comprised of The Hon. Sir Sze-yuen CHUNG, GBS, GBE, JP as Chairman and Independent Non-executive Director; Mr 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 (with Mr SHAM Yat Wah 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, Mr George CHIEN Yuan Hwei and Mr Rafael HUI Si-yan, GBS, JP as Directors.

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