



# THE KOWLOON MOTOR BUS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 062)

## RESULTS OF THE SPECIAL GENERAL MEETING IN RELATION TO THE DISCLOSEABLE AND CONNECTED TRANSACTIONS

The Board is pleased to announce that the ordinary resolution proposed to approve the Supplementary Agreement and the transactions contemplated thereunder was duly passed by the Independent Shareholders of the Company at the SGM held on 25 November 2004.

Reference is made to the announcement of The Kowloon Motor Bus Holdings Limited (the "Company") dated 15 October 2004 and the circular of the Company dated 8 November 2004.

The board of Directors of the Company (the "Board") is pleased to announce that at the special general meeting of the Company held on 25 November 2004 (the "SGM"), the ordinary resolution proposed (the "Ordinary Resolution") to approve 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 and the transactions contemplated thereunder was duly passed by the shareholders of the Company other than SHKP and its associates (the "Independent Shareholders").

As at the date of the SGM, the issued share capital of the Company was 403,639,413 shares of nominal value of HK\$1.00 each ("Share(s)"), with the total number of 270,368,401 Shares entitling the holders to attend and vote for or against the Ordinary Resolution at the SGM and with no Shares entitling the holders to attend and vote only against the Ordinary Resolution at the SGM.

The Company confirms that SHKP and its associates, being the connected persons of the Company as defined under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and together holding 133,271,012 Shares representing approximately 33.0% of the issued share capital of the Company as at the date of the SGM, abstained from voting at the SGM.

The Company's branch share registrar, Computershare Hong Kong Investor Services Limited of 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, was appointed as scrutineer for the purposes of vote-taking at the SGM.

The poll results in respect of the Ordinary Resolution taken at the SGM are as follows:

The Ordinary Resolution	No. of votes cast and percentage of total number of votes cast		Total number of votes cast (Note)
	For	Against	
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.	58,774,519 (100%)	Nil (0%)	58,774,519

(Note: Votes in respect of 66,744 Shares were voided and were not included in the total number of votes cast.)

As more than 50% of the votes were cast in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed as an ordinary resolution of the Company at the SGM.

As at the date of this announcement, the Board of Directors of the Company is comprised of 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 (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, GBS, JP as Directors.

By order of the Board  
**Lana WOO**  
Company Secretary

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