



TRANSPORT INTERNATIONAL HOLDINGS LIMITED

(載通國際控股有限公司)*

(incorporated in Bermuda with limited liability)

(Stock Code: 062)

CONTINUING CONNECTED TRANSACTIONS

On 28 November 2006, PITC and SHKMW, a wholly-owned subsidiary of SHKP, entered into the Supplemental Letter to amend certain terms and conditions of the Transport Agreement.

As at the date of this announcement, SHKP is a substantial shareholder holding approximately 33% interest in the Company. Since SHKMW is a wholly-owned subsidiary of SHKP, SHKMW is an associate of SHKP and thus a connected person of the Company under the Listing Rules. The transactions contemplated under the Transport Agreement, as amended by the Supplemental Letter, therefore constitute continuing connected transactions of the Company under the Listing Rules. As each of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules is on an annual basis less than 2.5%, under Rule 14A.34 of the Listing Rules, the transactions contemplated under the Transport Agreement, as amended by the Supplemental Letter, are only subject to the annual review requirements as set out in Rules 14A.37 to 14A.40 of the Listing Rules, and reporting and announcement requirements set out in Rules 14A.45 and 14A.47 of the Listing Rules and are exempt from independent shareholders' approval requirement.

Details of the Supplemental Letter will be published in the Company's next annual report in accordance with Rule 14A.45 of the Listing Rules.

BACKGROUND

Pursuant to the Transport Agreement dated 23 May 2001, SHKMW engaged PITC as the operator of the bus and ferry services to, from and within Ma Wan Island (as defined in the Transport Agreement) and PITC would provide such services pursuant to the terms and conditions of the Transport Agreement. Details of the major terms of the Transport Agreement were set out in the announcement of the Company dated 25 May 2001. The operating term of the Transport Agreement was extended up to 13 December 2006 by virtue of four supplemental letters dated 4 December 2002, 1 August 2003, 29 February 2004 and 6 December 2005. Details of the supplemental letter dated 6 December 2005 were set out in an announcement of the Company dated 9 December 2005.

On 28 November 2006, PITC and SHKMW entered into the Supplemental Letter to further extend the operating term of the Transport Agreement for a period of one year, commencing on 14 December 2006 and expiring on 13 December 2007 (both days inclusive), and amend certain terms and conditions of the Transport Agreement.

THE SUPPLEMENTAL LETTER

1. **Date:** 28 November 2006

2. **The Parties:**

(i) PITC

(ii) SHKMW, a wholly-owned subsidiary of SHKP

3. **Major terms of the Supplemental Letter:**

The Supplemental Letter made amendments to certain terms and conditions of the Transport Agreement including the following:

(i) the operating term of the Transport Agreement has been extended for a period of one year, commencing on 14 December 2006 and expiring on 13 December 2007 (both days inclusive);

(ii) the schedule relating to the formula for calculating the entitled minimum net return and entitled maximum net return for each accounting year of the Transport Agreement has been updated to include the formula for the extended one-year period; and

(iii) the schedules relating to the number of buses and vessels in service, and the operating schedules of the bus and ferry services of the Transport Agreement have been replaced by the updated schedules relating to the same.

Subject to the terms of and save and except as amended by the Supplemental Letter, the Transport Agreement shall remain in full force and effect.

4. **Permitted Return**

In consideration of PITC agreeing to operate the bus and ferry services to, from and within Ma Wan Island and perform the obligations under the Transport Agreement, as amended by the Supplemental Letter, for a further period of one year commencing on 14 December 2006 and expiring on 13 December 2007 (both days inclusive), PITC shall be entitled to a permitted return which shall lie within the range of 7% and 14% per annum of the simple arithmetic average of the opening balance and the closing balance of the net book value of the fixed assets ("ANFA") of PITC for the accounting year concerned until the expiration or early termination of the Transport Agreement, as amended by the Supplemental Letter.

The amount of permitted return will depend on the actual net revenue generated by PITC in the particular accounting year. If the actual net revenue (revenue less operating expenditure, depreciation and taxation) derived from the bus and ferry services in an accounting year concerned falls within the range of 7% and 14% per annum of the ANFA, then PITC will be entitled to the actual net revenue. If the actual net revenue in an accounting year exceeds 14% per annum of the ANFA, then the excess will be paid by PITC to SHKMW. If the actual net revenue in an accounting year is lower than 7% per annum of the ANFA, then the shortfall will be paid by SHKMW to PITC.

The actual permitted return will be settled by SHKMW on a yearly basis upon receiving and confirming the amount of permitted return as shown on the net return statement duly certified by PITC's auditors for each accounting year concerned.

5. **Proposed cap for the continuing connected transactions**

The permitted return for the three financial years ended 31 December 2003, 2004 and 2005 which PITC was entitled under the Transport Agreement were HK\$11,002,000, HK\$12,320,000 and HK\$11,777,000 respectively as disclosed in the annual report of the Company for the respective financial years. It is estimated that the unaudited permitted return for the period from 1 January 2006 to 31 December 2006 is approximately HK\$9,680,000. The Directors consider that the annual caps in relation to the permitted return that PITC will be entitled to receive under the Transport Agreement, as amended by the Supplemental Letter, for the periods from 14 December 2006 to 31 December 2006 and from 1 January 2007 to 13 December 2007 will not exceed HK\$908,000 and HK\$17,512,000 respectively. These proposed annual caps are calculated based on 14% of the audited ANFA of PITC as at 31 December 2005.

REASONS FOR ENTERING INTO THE SUPPLEMENTAL LETTER

The Directors consider that the entering into the Supplemental Letter will allow PITC to continue to provide bus and ferry passenger services to Ma Wan Island and thereby facilitate the Group to continue to implement its business strategy of diversifying into other field of public passenger transport. It is therefore in the commercial interest of the Company to enter into the Supplemental Letter.

The Directors (including the independent non-executive Directors) consider that entering into the Supplemental Letter is in the ordinary course of business of the Group and the terms and conditions of the Supplemental Letter are on normal commercial terms, were arrived at after

arm's length negotiations between the parties concerned, which the Directors consider to be fair and reasonable, and in the interests of the Group and the shareholders of the Company as a whole.

The entering into the Supplemental Letter was approved by the Board of the Company at the meeting of the Board held on 22 November 2006. The Hon. Sir Sze-yuen Chung, Mr. Yung Wing Chung (alternate director to Mr. Kwok Ping-luen, Raymond and Mr. Kwok Ping-sheung, Walter) and Dr. Eric Li Ka Cheung had declared their respective interests at the aforesaid meeting and abstained from voting on the matters in relation to the Supplemental Letter.

INFORMATION OF THE COMPANY, PITC AND SHKMW

The principal activity of the Company is investment holding. The principal activities of the Group are the operation of both franchised and non-franchised public transportation, property holdings and development and the provision of media sales services in Hong Kong and on the Mainland.

The principal activity of PITC is the provision of non-franchised bus and ferry services to, from and within Ma Wan Island.

SHKMW is principally engaged in the provision of transportation services in Ma Wan Island.

CONTINUING CONNECTED TRANSACTIONS

SHKP is a substantial shareholder holding approximately 33% interest in the Company. Since SHKMW is a wholly-owned subsidiary of SHKP, SHKMW is an associate of SHKP and thus a connected person of the Company under the Listing Rules. The transactions contemplated under the Transport Agreement, as amended by the Supplemental Letter, therefore constitute continuing connected transactions of the Company under the Listing Rules. As each of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules is on annual basis less than 2.5%, under Rule 14A.34 of the Listing Rules, the transactions contemplated under Transport Agreement, as amended by the Supplemental Letter, are only subject to the annual review requirements as set out in Rules 14A.37 to 14A.40 of the Listing Rules, and reporting and announcement requirements set out in Rules 14A.45 and 14A.47 of the Listing Rules and are exempt from independent shareholders' approval requirement.

Details of the Supplemental Letter will be published in the Company's next annual report in accordance with Rule 14A.45 of the Listing Rules.

DEFINITIONS

"associate"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Company"	Transport International 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 and its subsidiaries
"HK\$"	Hong Kong dollars
"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
"PITC"	Park Island Transport Company Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
"SHKMW"	Sun Hung Kai (Ma Wan) Transport Company Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of SHKP
"SHKP"	Sun Hung Kai Properties Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Stock Exchange
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under Section 2 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
"Supplemental Letter"	the supplemental letter agreement dated 28 November 2006 entered into between PITC and SHKMW amending certain terms and conditions of the Transport Agreement, details of which are set out under the heading "The Supplemental Letter" of this announcement
"Transport Agreement"	the agreement dated 23 May 2001 entered into between PITC and SHKMW as amended and supplemented by four supplemental letter agreements dated 4 December 2002, 1 August 2003, 29 February 2004 and 6 December 2005 for the provision of bus and ferry services to, from and within Ma Wan Island, details of which are set out in the announcement of the Company dated 25 May 2001

By Order of the Board
Lana Woo
Company Secretary

Hong Kong, 5 December 2006

As at the date of this announcement, the Board 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 and Independent Non-executive Director; Dr. KUNG Zieng 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. 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 Mr. YUNG Wing Chung as alternate), Mr. NG Siu Chan, Mr. William LOUEY Lai Kuen and Mr. George CHIEN Yuen Hwei as Directors.

* for identification purpose only

Please also refer to the published version of this announcement in South China Morning Post, and Hong Kong Economic Journal.