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CHINA MOTOR BUS COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 026)

Notice of the Extraordinary Meeting

NOTICE IS HEREBY GIVEN that an extraordinary meeting of China Motor Bus Company, Limited (the “**Company**”) will be held at the registered office of the Company at 391 Chai Wan Road, Chai Wan, Hong Kong on Thursday, 16 July 2015 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (1) approval be hereby given to the disposal by the Company of the Property known as Chai Wan Inland Lot No. 88 (No. 391 Chai Wan Road, Chai Wan, Hong Kong) to Joyful Sincere Limited, being a company wholly owned by Windcharm Investments Limited, in which the Company (through its wholly owned subsidiary, Affluent Dragon Island Limited) has a 20% shareholding interest and Swire Properties Limited (through its wholly owned subsidiary, Bright Faith Limited, has an 80% shareholding interest) for a cash consideration of HK\$850 million and on the terms and conditions of a Sale and Purchase Agreement dated 29 May 2015 made between (a) the Company as vendor and (b) Joyful Sincere Limited as purchaser (a summary of which appears in the Circular to the Shareholders of the Company dated 23 June 2015).
- (2) approval be hereby given to the provision of financial assistance by way of loans by Affluent Dragon Island Limited, the Company, or other subsidiaries of the Company to Joyful Sincere Limited on the terms and conditions of a Funding Agreement dated 29 May 2015 entered into between (a) Swire Properties Limited, (b) Bright Faith Limited, (c) the Company, (d) Affluent Dragon Island Limited and (e) Windcharm Investments Limited in relation to the respective obligations of the shareholders of Windcharm Investments Limited to provide funding to Joyful Sincere Limited (a summary of which appears in the Circular to the Shareholders of the Company dated 23 June 2015).

- (3) the Directors of the Company be hereby authorised to execute all such documents, instruments and agreements and to do any such acts and things as they may in their absolute discretion consider expedient, necessary or desirable in order to give effect to (a) the disposal of the property known as Chai Wan Inland Lot No. 88 (No. 391 Chai Wan Road, Chai Wan, Hong Kong) under the Sale and Purchase Agreement as referred to in paragraph (1) of this Resolution; (b) the provision of financial assistance by way of loans to Joyful Sincere Limited under the Funding Agreement as referred to in paragraph (2) of this Resolution; and (c) the transactions contemplated under such Sale and Purchase Agreement or such Funding Agreement.”

By Order of the Board
Kwok Pun Tak
Company Secretary

Hong Kong, 23 June 2015

Notes:

- (1) A shareholder entitled to attend and vote at the above meeting may appoint a proxy or proxies to attend and vote in his place and such proxy need not be a shareholder of the Company.
- (2) To be valid, forms of proxy must be deposited at the registered office of the Company at 391 Chai Wan Road, Chai Wan, Hong Kong not less than 48 hours before the time fixed for holding the above meeting or adjourned meeting.
- (3) To qualify for voting in the above meeting, all unregistered transfers should be lodged at the Company’s Registrar (Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong) no later than 4:30 p.m. on Monday, 13 July 2015.
- (4) The Register of Members of the Company will be closed from Tuesday, 14 July 2015 to Wednesday, 15 July 2015, both days inclusive.
- (5) As at the date of this notice, the board of directors of the Company comprises NGAN Kit-ling, Dr. NGAN Kit-keung, Dr. Henry NGAN, Fritz HELMREICH, Dr. LIU Lit-mo*, Anthony Grahame STOTT* and Stephen TAN*.
- (6) In the case of any conflict between the Chinese translation and the English text hereof, the English text will prevail.

** Independent non-executive directors of the Company*