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## **CHINA MOTOR BUS COMPANY, LIMITED**

*(incorporated in Hong Kong with limited liability)*

*(Stock code: 026)*

### **Notice of Ordinary Yearly Meeting**

NOTICE IS HEREBY GIVEN that the Seventy First Ordinary Yearly Meeting of the Members of the Company will be held at its registered office at 391 Chai Wan Road, Chai Wan, Hong Kong on Friday, 11<sup>th</sup> December, 2009 at 12:00 noon for the following purposes:-

1. To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended 30th June, 2009 and to declare a final dividend.
2. To elect Directors and fix their fees.
3. To appoint Auditors and authorise the Directors to fix their remuneration.
4. As special business to consider and, if thought fit, to pass the following resolution as Ordinary Resolution:

“THAT:

(A) the exercise by the Directors of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and regulations, during the Relevant Period (for the purposes of this Resolution, "Relevant Period" being the period from the passing of this Resolution until the earlier of the conclusion of the next Ordinary Yearly Meeting, or the expiration of the period within which such meeting is required by law to be held, or the revocation or variation of this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting) be and is hereby generally and unconditionally approved; and

(B) the total number of shares of the Company purchased by the Company pursuant to paragraph (A) during the Relevant Period shall be no more than 2% of the existing issued share capital of the Company at the date of this meeting, and the authority pursuant to paragraph (A) shall be limited accordingly."

5. As special business to consider and, if thought fit, to pass the following resolution as Special Resolution:

“That the Articles of Association of the Company be and are hereby amended as follows:

1. in the first sentence of the existing Article 96, by replacing the full-stop immediately after the word "vote" with a comma, and adding the following words immediately after the comma:-

“unless a poll is required under the Listing Rules or is demanded as referred to in Article 97 of these Articles, in which case voting shall be taken by poll.”

2. in the first line of the existing Article 97, by adding the words “is required under the Listing Rules or” immediately before the words “is demanded by”, and by adding the words “the chairman of the meeting, or by” immediately after the said words “is demanded by”.

3. in the existing Article 98, by adding the words “duly required or” immediately before the word “demanded” in the first line, and by adding the words “required or” immediately before the word “demanded” in the third line and also before the word “demanded” in the fifth line.

4. in the existing Article 99, by adding the words "required or" immediately before the word "demanded" in the first line. "
6. To transact any other competent business.

By Order of the Board

Kwok Pun Tak  
Secretary

Hong Kong, 21st October, 2009

#### Explanatory Note on Resolution 2

In relation to item 2 above, Dr. Henry Ngan, Dr. Liu Lit-mo, Messrs. Fritz Helmreich, Anthony Grahame Stott and Tse Yiu-wah retire from the Board pursuant to Article 122 of the Company's Articles of Association and, being eligible, offer themselves for re-election. The biographical details and interests in the shares of the Company of all the Directors to be re-elected at the Ordinary Yearly Meeting are provided in the explanatory statement for the re-election of Directors, general mandate for repurchase of own shares and amendments to Articles of Association of the Company which accompanies this Annual Report.

#### Explanatory Note on Resolution 4

Resolution 4 relates to the grant of a general mandate to the Directors to repurchase shares of the Company up to a maximum of 2% of the issued share capital of the Company at the date of the resolution (the "Repurchase Mandate"). The authority conferred on the Directors by the Repurchase Mandate would continue in force until the earlier of the conclusion of the next Ordinary Yearly Meeting of the Company, the expiration of the period within which the next Ordinary Yearly Meeting is required by law to be held, or until revoked or varied by ordinary resolution of the Shareholders in general meeting prior to the next Ordinary Yearly Meeting. An explanatory statement providing details for the re-election of Directors, general mandate for repurchase of own shares and amendments to Articles of Association of the Company accompanies this Annual Report.

#### Explanatory Note on Special Resolution No. 5

With effect from 1st January 2009, the Listing Rules have been amended by The Stock Exchange of Hong Kong Limited to make voting by poll mandatory on all resolutions at general meetings of listed issuers.

Under the Company's existing Articles of Association, voting at general meetings shall be by a show of hands, unless a poll is demanded by the requisite number of members, or by member or members holding the requisite number of shares in the Company. Also, the chairman of the meeting does not have any power to demand a poll.

In order to ensure compliance with the requirement of the amended Listing Rules, it is proposed:-

- (1) to amend the existing Article 96 to provide that voting shall be taken by poll if required under the Listing Rules or if demanded in accordance with Article 97;
- (2) to amend Article 97 so as to give the chairman of the meeting the right to demand a poll as well; and
- (3) to make certain minor consequential amendments to articles 98 and 99.

*Notes:*

- (1) A shareholder entitled to attend and vote at the above Meeting may appoint a proxy or proxies (not exceeding 2 in number) 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 not less than forty-eight hours before the time fixed for holding the Meeting or adjourned Meeting.*
- (3) Pursuant to Articles 96 and 97 of the Articles of Association of the Company, every question submitted to a general meeting shall be decided in the first instance by a show of hands of the shareholders present in person and entitled to vote, but a poll may be demanded (before a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority) by:  
(i) at least four shareholders; or  
(ii) a shareholder or shareholders holding or representing by proxy or entitled to vote in respect of at least one-tenth part of the capital represented at the meeting.*
- (4) To qualify for the final dividend and the special dividend, all unregistered transfers should be lodged at the Company's Registrar, Computershare Hong Kong Investor Services Limited, at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 4<sup>th</sup>, December, 2009.*
- (5) The Transfer Books and Register of Members of the Company will be closed from Monday, 7<sup>th</sup> December, 2009 to Thursday, 10<sup>th</sup> December, 2009, both days inclusive.*
- (6) As at the date of this Notice, the Directors of the Company are:-  
Ngan Kit-ling, Dr. Ngan Kit-keung, Dr. Henry Ngan, Dr. Liu Lit-mo\*, Fritz Helmreich, Anthony Grahame Stott\* and Tse Yiu-wah\*.*
- (7) In the case of any conflict between the Chinese translation and the English text hereof, the English text will prevail.*

*\*Independent Non-executive Director*