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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Transport International Holdings Limited, you should at once hand this circular, together with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



TRANSPORT INTERNATIONAL HOLDINGS LIMITED
(載通國際控股有限公司) *
(Incorporated in Bermuda with limited liability)
(Stock Code: 62)

MAJOR TRANSACTION
PURCHASE OF ENVIRO 500 DOUBLE-DECK CKD BUSES

A letter from the Board is set out on pages 4 to 9 of this circular.

A notice convening the special general meeting of Transport International Holdings Limited (the “Company”) to be held at The Royal Plaza Hotel, Grand Ballroom I-II, Level 6, 193 Prince Edward Road West, Kowloon, Hong Kong to be held at 3:00 p.m. on Thursday, 21 May 2015 (the “Special General Meeting”) is set out on pages 18 to 19 of this circular. Whether or not you are able to attend the Special General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s principal office at 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Special General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Special General Meeting or any adjournment thereof.

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

“12-Metre Enviro 500 Double-deck CKD Bus(es)”	set of Enviro 500 Double-deck CKD Bus comprising a unit of ADL Trident 12-Metre Euro V 3-Axle Bus Chassis and its corresponding unit of Enviro 500 (Next Generation) Air-conditioned Double-deck CKD Body Kit
“12.8-Metre Enviro 500 Double-deck CKD Bus(es)”	set of Enviro 500 Double-deck CKD Bus comprising a unit of ADL Trident 12.8-Metre Euro V 3-Axle Bus Chassis and its corresponding unit of Enviro 500 (Next Generation) Air-conditioned Double-deck CKD Body Kit
“Acquisitions”	the acquisition and purchase of 147 units of 12-Metre Enviro 500 Double-deck CKD Buses and 139 units of 12.8-Metre Enviro 500 Double-deck CKD Buses from ADL Asia in accordance with the terms and conditions of the Purchase Contracts
“ADL”	Alexander Dennis Limited, a company incorporated in Scotland with limited liability
“ADL Asia”	Alexander Dennis (Asia Pacific) Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of ADL
“Assemble Date”	the date on which a full unit is actually put to the assembly line of the bus body assembly site(s) designated by KMB and LWB
“Board”	the board of Director(s)
“business day(s)”	Hong Kong business day(s)
“CKD”	Completely Knocked Down
“Company”	Transport International Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange (Stock Code: 62)

DEFINITIONS

“Director(s)”	the director(s) of the Company
“discloseable transaction”	means a discloseable transaction under Chapter 14 of the Listing Rules
“Enviro 500 Double-deck CKD Bus(es)”	collectively, the 12-Metre Enviro 500 Double-deck CKD Bus(es) and 12.8-Metre Enviro 500 Double-deck CKD Bus(es)
“GBP”	British Pound Sterling, the lawful currency of the United Kingdom of Great Britain and Northern Ireland
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“KMB”	The Kowloon Motor Bus Company (1933) Limited, a wholly-owned subsidiary of the Company
“Latest Practicable Date”	28 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining information therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LWB”	Long Win Bus Company Limited, a wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China
“Previous Transactions”	the previous purchases of 171, 209, 196 and 144 units of Enviro 500 Double-deck CKD Buses with ADL Asia as disclosed in the announcements of the Company dated 12 June 2014, 11 August 2014, 4 November 2014 and 2 February 2015 respectively

DEFINITIONS

“Purchase Contracts”	the purchase contracts dated 13 April 2015 entered into (i) between KMB and ADL Asia for the purchase of 126 units of 12-Metre Enviro 500 Double-deck CKD Buses and 100 units of 12.8-Metre Enviro 500 Double-deck CKD Buses from ADL Asia; and (ii) between LWB and ADL Asia for the purchase of 21 units of 12-Metre Enviro 500 Double-deck CKD Buses and 39 units of 12.8-Metre Enviro 500 Double-deck CKD Buses from ADL Asia
“SGM”	the special general meeting of the Shareholders to be convened and held for the Shareholders to consider and, if thought fit, approve the Purchase Contracts and the transactions contemplated thereunder
“Share(s)”	ordinary share(s) of HK\$1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



TRANSPORT INTERNATIONAL HOLDINGS LIMITED

(載通國際控股有限公司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 62)

Directors:

Independent Non-executive Directors:

Dr Norman LEUNG Nai Pang, *GBS, JP*

Chairman

Dr John CHAN Cho Chak, *GBS, JP*

Deputy Chairman

Dr Eric LI Ka Cheung, *GBS, OBE, JP*

Mr Gordon SIU Kwing Chue, *GBS, CBE, JP*

Professor LIU Pak Wai, *SBS, JP*

Non-executive Directors:

Mr Raymond KWOK Ping Luen, *JP*

(Mr Godwin SO Wai Kei as his alternate)

Mr NG Siu Chan

(Ms Winnie NG as his alternate)

Mr William LOUEY Lai Kuen

Ms Winnie NG

Mr Edmond HO Tat Man

Mr John Anthony MILLER, *SBS, OBE*

Mr Allen FUNG Yuk Lun

Executive Directors:

Mr Roger LEE Chak Cheong

Managing Director

Mr Charles LUI Chung Yuen, *M.H.*

Executive Director

Mr Evan AU YANG Chi Chun

Deputy Managing Director

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Hong Kong Principal office:

9 Po Lun Street

Lai Chi Kok

Kowloon

Hong Kong

* For identification purpose only

LETTER FROM THE BOARD

5 May 2015

To the Shareholders

Dear Sir/Madam,

MAJOR TRANSACTION PURCHASE OF ENVIRO 500 DOUBLE-DECK CKD BUSES

INTRODUCTION

Reference is made to the Company's announcement dated 13 April 2015 with regard to the Purchase Contracts entered into between KMB and LWB, wholly-owned subsidiaries of the Company, with ADL Asia on 13 April 2015 for the purchase of a total of 147 units of 12-Metre Enviro 500 Double-deck CKD Buses and 139 units of 12.8-Metre Enviro 500 Double-deck CKD Buses at a total consideration of approximately GBP 65.1 million. The transactions contemplated under the Purchase Contracts constituted a discloseable transaction of the Company, which, when aggregated with the Previous Transactions under Chapter 14 of the Listing Rules, constituted a major transaction of the Company.

THE PURCHASE CONTRACTS

I. Purchase contract dated 13 April 2015 entered into between KMB and ADL Asia

Date

13 April 2015

Parties

1. KMB as the purchaser; and
2. ADL Asia as the seller.

Subject matter

Subject to the terms and conditions of the Purchase Contract, ADL Asia has agreed to sell, and KMB has agreed to purchase, 126 units of 12-Metre Enviro 500 Double-deck CKD Buses and 100 units of 12.8-Metre Enviro 500 Double-deck CKD Buses, for the consideration as set out in the section below.

LETTER FROM THE BOARD

Consideration

The purchase of 126 units of 12-Metre Enviro 500 Double-deck CKD Buses and 100 units of 12.8-Metre Enviro 500 Double-deck CKD Buses at a total consideration of approximately GBP 50.4 million (inclusive of all carriage and insurance charges) was arrived at through tendering selection.

The consideration will be payable in cash in three instalments, with (i) 10% of which being payable as deposit within fourteen business days from the date on which the Shareholders in the SGM approve the entering into of the Purchase Contract by KMB in accordance with the Listing Rules; (ii) half of the unit price being payable as further deposit within fourteen business days from the Assemble Date of each full unit; and (iii) the balance being payable within fourteen business days after the satisfactory inspection and issuance of fitness certification in respect of each assembled unit in accordance with the applicable laws and regulations or within three months after the Assemble Date of such full unit (subject to KMB's quality audit), whichever may be the earlier. Such payments are being funded by the general working capital and banking facilities of KMB.

Condition

The obligations of KMB under the Purchase Contract will be subject to the approval of the Shareholders at the SGM to approve the entering into of the Purchase Contract by KMB and the transactions contemplated thereunder.

Performance guarantee by ADL

ADL had guaranteed in favour of KMB the due performance by ADL Asia of its obligations in the Purchase Contract as may be amended or supplemented from time to time.

II. Purchase contract dated 13 April 2015 entered into between LWB and ADL Asia

Date

13 April 2015

Parties

1. LWB as the purchaser; and
2. ADL Asia as the seller.

LETTER FROM THE BOARD

Subject matter

Subject to the terms and conditions of the Purchase Contract, ADL Asia has agreed to sell, and LWB has agreed to purchase, 21 units of 12-Metre Enviro 500 Double-deck CKD Buses and 39 units of 12.8-Metre Enviro 500 Double-deck CKD Buses, for the consideration as set out in the section below.

Consideration

The purchase of 21 units of 12-Metre Enviro 500 Double-deck CKD Buses and 39 units of 12.8-Metre Enviro 500 Double-deck CKD Buses at a total consideration of approximately GBP 14.7 million (inclusive of all carriage and insurance charges) was arrived at through tendering selection.

The consideration will be payable in cash in three instalments, with (i) 10% of which being payable as deposit within fourteen business days from the date on which the Shareholders in the SGM approve the entering into of the Purchase Contract by LWB in accordance with the Listing Rules; (ii) half of the unit price being payable as further deposit within fourteen business days from the Assemble Date of each full unit; and (iii) the balance being payable within fourteen business days after the satisfactory inspection and issuance of fitness certification in respect of each assembled unit in accordance with the applicable laws and regulations or within three months after the Assemble Date of such full unit (subject to LWB's quality audit), whichever may be the earlier. Such payments are being funded by the general working capital and banking facilities of LWB.

Condition

The obligations of LWB under the Purchase Contract will be subject to the approval of the Shareholders at the SGM to approve the entering into of the Purchase Contract by LWB and the transactions contemplated thereunder.

Performance guarantee by ADL

ADL had guaranteed in favour of LWB the due performance by ADL Asia of its obligations in the Purchase Contract as may be amended or supplemented from time to time.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE ACQUISITIONS

From time to time, as part of the Group's ongoing fleet enhancement, KMB and LWB would review the service demand and the need for replacement of its bus fleets, as well as the bus operating efficiency arising from its route reorganisation programme, to determine the number and frequency of additional bus purchases (if any) to be made. The Purchase Contracts were entered into in the ordinary and usual course of business of the Group. The Directors believe that the terms of the Purchase Contracts are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

EFFECT OF THE ACQUISITIONS ON THE EARNINGS AND ASSETS AND LIABILITIES OF THE GROUP

The Acquisitions will be funded by the general working capital and banking facilities of KMB and LWB. The Acquisitions will therefore increase the Group's fixed assets and liabilities. The maximum total cash outflow of the Company in the next twelve months in respect of the Acquisitions is approximately GBP 65.1 million. However, the Company does not expect the Acquisitions to have any material negative impact on its cash flow position or its business operations.

Save as aforesaid, the Acquisitions are not expected to have any material impact on the earnings, assets and liabilities of the Group.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in respect of the transactions under the Purchase Contracts exceeds 5% but is less than 25%, the transactions under the Purchase Contracts, on their own, constituted a discloseable transaction of the Company.

In light of the recurrence of the transactions contemplated under the Purchase Contracts in the relevant period despite each of the Purchase Contracts and Previous Transactions being separate and distinct transactions independent of each other, as one or more of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in respect of the transactions under the Purchase Contracts together with those in respect of the Previous Transactions exceed 25% but are less than 100%, the aggregated transactions will be treated as a major transaction of the Company and is subject to the announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules. Reference is made to the Company's announcements dated 12 June 2014, 11 August 2014, 4 November 2014 and 2 February 2015 regarding the Previous Transactions.

LETTER FROM THE BOARD

The SGM will be convened to be held at 3:00 p.m. on Thursday, 21 May 2015 to consider and approve the Purchase Contracts and the transactions contemplated thereunder. No Shareholder has a material interest in the transactions and thus no Shareholder is required to abstain from voting on the resolutions approving the transactions.

RECOMMENDATION

The Directors are of the view that the Purchase Contracts are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to approve the Purchase Contracts and the transactions contemplated thereunder at the SGM.

GENERAL INFORMATION

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 Mainland China. KMB and LWB are principally engaged in franchised public bus services in Hong Kong.

ADL Asia is the sales and support arm of ADL (a major British bus manufacturer) and also a major supplier of double-deck buses in the Hong Kong bus market. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, ADL Asia, ADL and their ultimate beneficial owners are third parties independent of the Company and its connected persons.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Roger LEE Chak Cheong
Managing Director

1. CONSOLIDATED FINANCIAL STATEMENTS

The Company is required to set out in this circular the information for the last three financial years with respect to the profits and losses, financial record and position, set out as a comparative table and the latest published audited balance sheet together with the notes on the annual accounts for the last financial year of the Group.

The audited consolidated financial statements of the Group for the years ended 31 December 2014, 2013 and 2012, together with the accompanying notes to the financial statements, are set out on pages 130 to 195 of the annual report of the Company for the year ended 31 December 2014, pages 134 to 207 of the annual report of the Company for the year ended 31 December 2013 and pages 147 to 215 of the annual report of the Company for the year ended 31 December 2012 respectively, and can also be found on the website of the Company at www.tih.hk. Please see below the hyperlinks to the said annual reports:

<http://202.66.146.82/listco/hk/transport/annual/2014/ar2014.pdf>

<http://202.66.146.82/listco/hk/transport/annual/2013/ar2013.pdf>

<http://202.66.146.82/listco/hk/transport/annual/2012/ar2012.pdf>

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 31 March 2015, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this circular, the Group had bank loans and overdrafts of approximately HK\$555.0 million, all of which were unsecured.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, the Group did not have any loan capital issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptable credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

3. SUFFICIENCY OF WORKING CAPITAL

The Directors are of the opinion that after taking into account the financial resources available to the Group, in the absence of unforeseen circumstances, the Group will have sufficient working capital to meet its present requirements for at least the next 12 months from the date of this circular.

4. MATERIAL ADVERSE CHANGES

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2014, the date to which the latest published audited financial statements of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS

While the recent decline in international fuel prices may only be temporary, the reduction in fuel consumption resulting from route reorganisation and the acquisition of more fuel efficient buses are long term measures that are expected to help KMB mitigate the impact of pay rises and cost inflation in 2015. This, in addition to the Government's continued commitment to making KMB's network more efficient via route reorganisation, should provide financial resources for bus fleet upgrades, improved manpower arrangements and further service enhancements. With the recent opening of the West Island Line, the imminent opening of the Kwun Tong Line Extension, and the continuing expansion of the railway network going forward, it is inevitable that KMB's operating challenges will continue. KMB will nevertheless work diligently to ensure that its bus network remains competitive via its various initiatives.

With the continuing increase in passenger demand resulting from increasing tourism and leisure activities, the continuing population intake in Tung Chung and the construction of infrastructure projects in North Lantau, LWB's growth prospects remain bright. LWB will continue to look for opportunities to expand its network coverage and enhance its existing services. The Group's non-franchised transport division's prospects also look bright as the demand for contracted bus services continues to grow.

The Kwun Tong Site at No. 98 How Ming Street, Kowloon, in which the Group has a 50% stake, is designated for development into non-residential (excluding hotel) uses. Once completed, it will be held by the Group for long-term investment purposes. The Group's Manhattan Mid-town shopping mall and the shops in its headquarters building in Lai Chi Kok, as well as the industrial property at 1 Kin Fung Circuit, Tuen Mun, will continue to generate recurring rental revenue for the Group.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS**Interests of Directors and chief executives**

As at the Latest Practicable Date, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO) or are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) to be notified to the Company and the Stock Exchange were set out in the following pages:

(i) Interest in issued shares of the Company

Name of Directors	Personal interests	Family interests	Corporate interests	Trustee interests	Approximate percentage of the issued	
					Total number of Shares held as at the Latest Practicable Date	voting shares of the Company as at the Latest Practicable Date
Dr John CHAN Cho Chak*	2,000	—	—	—	2,000	—
Raymond KWOK Ping Luen	393,350	—	—	—	393,350	0.097%
NG Siu Chan	—	21,000,609	—	—	21,000,609	5.203%
William LOUEY Lai Kuen	6,251,416	—	—	—	6,251,416	1.549%
Charles LUI Chung Yuen	12,427	—	—	2,651,750 <i>(Note 1)</i>	2,664,177	0.660%
Winnie NG	41,416	—	—	21,000,609 <i>(Note 2)</i>	21,042,025	5.213%

* *Independent Non-executive Director*

Notes:

1. Mr Charles Lui Chung Yuen and members of his family together had interests in certain private trusts which beneficially held 2,651,750 shares in the Company.
2. Ms Winnie Ng had an interest in 21,000,609 shares in the Company as a beneficiary in certain private trusts which beneficially held the aforesaid block of shares.

(ii) *Interest in issued shares of RoadShow Holdings Limited (“RoadShow”), a subsidiary of the Company*

Name of Directors	Personal interests	Family interests	Corporate interests	Trustee interests	Total	Approximate
					number of shares of RoadShow held as at the Latest Practicable Date	percentage of the issued voting shares of RoadShow as at the Latest Practicable Date
Raymond KWOK Ping Luen	37,400 <i>(Note 1)</i>	—	—	—	37,400	0.004%
NG Siu Chan	—	123,743	—	—	123,743	0.012%
William LOUEY Lai Kuen	412,371	—	—	—	412,371	0.041%
Charles LUI Chung Yuen	—	—	—	209,131 <i>(Note 2)</i>	209,131	0.021%
Winnie NG	1,000,000	—	—	123,743 <i>(Note 3)</i>	1,123,743	0.113%

Notes:

1. Mr Raymond Kwok Ping Luen held 37,400 shares in RoadShow jointly with his spouse.
2. Mr Charles Lui Chung Yuen and members of his family together had interests in certain private trusts which beneficially held 209,131 shares in RoadShow.
3. Ms Winnie Ng had an interest in 123,743 shares in RoadShow as a beneficiary in certain private trusts which beneficially held the aforesaid block of shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO) or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or were required pursuant to the Model Code to be notified to the Company and the Stock Exchange.

3. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into or proposed to enter into a service contract or had an unexpired service with any member of the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

4. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors and their respective close associates (as defined in the Listing Rules) had any interest in any business which directly competes or may compete with the business of the Group or had any other conflict of interest with the Group.

5. COMMON DIRECTORS

Mr Raymond Kwok Ping Luen, Mr Allen Fung Yuk Lun, Dr Norman Leung Nai Pang and Dr Eric Li Ka Cheung, who are Directors, are also directors of Sun Hung Kai Properties Limited ("SHKP"). Ms Winnie Ng, who is a Director, is also a director of Kwong Tai Holdings (PTC) Limited ("KTH"). Both SHKP and KTH are Shareholders.

6. DIRECTORS' INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets acquired or disposed of by or leased to, or which were proposed to be acquired, disposed of by or leased to, any member of the Group since 31 December 2014, the date up to which the latest published audited accounts of the Group were made up.

7. DIRECTORS' INTERESTS IN CONTRACTS AND ARRANGEMENTS SIGNIFICANT TO THE GROUP

As at the Latest Practicable Date, Mr Raymond Kwok Ping Luen, a non-executive director of the Company and a substantial shareholder of SHKP, was materially interested in the following transactions entered into between certain subsidiaries of the Group and certain subsidiaries of SHKP which were significant in relation to the business of the Group as a whole:

- (a) On 23 October 2013, the Group entered into various insurance policies with Sun Hung Kai Properties Insurance Limited ("SHKPI"), a subsidiary of SHKP, for the provision of insurance services to the Group. The insurance policies

took effect from 1 January 2014 to 30 June 2015. The insurance premium paid and payable by the Group to SHKPI for the year ended 31 December 2014 was approximately HK\$82.1 million, and it is estimated that the insurance premium payable by the Group to SHKPI for the six-month period ending 30 June 2015 shall not exceed HK\$43.0 million respectively.

- (b) On 11 December 2009, KT Real Estate Limited (“KTRE”), a subsidiary of the Company, Turbo Result Limited (“TRL”), a subsidiary of SHKP, the Company and SHKP entered into an agreement to jointly develop an industrial site at Kwun Tong (the “Kwun Tong Site”) for non-residential (excluding hotel) purposes. On 26 April 2010, KTRE and TRL entered into an agreement with Sun Hung Kai Real Estate Agency Limited (“SHKRE”), a subsidiary of SHKP, pursuant to which the parties agreed to appoint SHKRE as the project manager for the management, supervision and control of the application for planning permission, the surrender and re-grant of the Kwun Tong Site and its construction. The amount payable for the project management services shall be a sum equivalent to whichever is the higher of (1) HK\$20.0 million; and (2) the lower of (a) 1% of the project cost and (b) HK\$25.0 million. The amount payable for lease modification services shall be in the sum of the lower of (1) HK\$3.2 for each square foot of the permitted maximum gross floor area as approved under the lease modification and (2) HK\$3.8 million. The total amount paid and payable to SHKRE in connection with the aforesaid project management services up to 31 December 2014 amounted to HK\$4.9 million.

Save as disclosed above, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group taken as a whole.

8. MATERIAL CONTRACTS

The Group has not entered into any contracts, not being a contract in the ordinary course of business, which is or may be material, within the two years immediately preceding the issue of this circular.

9. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration proceedings of material importance and there is no litigation or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

10. GENERAL

- (a) The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The Hong Kong principal office and principal place of business of the Company is situated at 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong.
- (b) The Company's branch share registrar and transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited, situated at 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (c) The company secretary of the Company is Lana Woo, MBA, BA, CGA, FCIS.
- (d) In the event of inconsistency, the English text of the circular and the accompanying form of proxy shall prevail over the Chinese text thereof.

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principal place of business of the Company in Hong Kong at 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong during normal business hours on any weekday (except Saturday and public holidays) for a period of 14 days from the date hereof:

- (a) the Bye-laws of the Company; and
- (b) the annual reports of the Company for the two financial years ended 31 December 2013 and 31 December 2014.

NOTICE OF SPECIAL GENERAL MEETING



TRANSPORT INTERNATIONAL HOLDINGS LIMITED

(載通國際控股有限公司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 62)

NOTICE IS HEREBY GIVEN that the Special General Meeting of Transport International Holdings Limited (the “Company”) will be held at The Royal Plaza Hotel, Grand Ballroom I-II, Level 6, 193 Prince Edward Road West, Kowloon, Hong Kong at 3:00 p.m. on Thursday, 21 May 2015, to consider and, if thought fit, pass with or without modifications the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (i) the purchase contract dated 13 April 2015 entered into between The Kowloon Motor Bus Company (1933) Limited and Alexander Dennis (Asia Pacific) Limited (“ADL Asia”) for the purchase of 126 units of 12-Metre Enviro 500 Double-deck CKD Buses and 100 units of 12.8-Metre Enviro 500 Double-deck CKD Buses from ADL Asia and the transactions contemplated thereunder; and
- (ii) the purchase contract dated 13 April 2015 entered into between Long Win Bus Company Limited and ADL Asia for the purchase of 21 units of 12-Metre Enviro 500 Double-deck CKD Buses and 39 units of 12.8-Metre Enviro 500 Double-deck CKD Buses from ADL Asia and the transactions contemplated thereunder,

be and are hereby approved.”

By Order of the Board
Lana WOO
Company Secretary

Hong Kong, 5 May 2015

* *For identification purpose only*

NOTICE OF SPECIAL GENERAL MEETING

Notes:

- (1) Any member of the Company entitled to attend and vote at the Special General Meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote in his stead. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member who is a holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the Special General Meeting.
- (2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be delivered to the Company's principal office at 9 Po Lun Street, Lai Chi Kok, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Special General Meeting or adjourned meeting.
- (3) The above resolution will be put to vote by way of a poll at the Special General Meeting.