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

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 026)**

### **Notice of 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 Friday, 7th June, 2013 at 12:00 noon 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) the provision of the Financial Assistance (as defined in the circular to the shareholders of the Company dated 16th May, 2013 (the "**Circular**"), a copy of which has been produced to this meeting marked "A" and signed by the chairman of this meeting for identification purpose), being the loan to be provided by the Company to Heartwell Limited ("**Heartwell**"), a direct wholly owned subsidiary of the Company, for on-lending to Hareton Limited ("**Hareton**"), a company whose issued share capital is owned as to 50% thereof by each of Heartwell and Swire Properties Limited ("**Swire Properties**"), be approved subject to the following terms:
  - (a) the shareholder's loan to be provided by Heartwell to Hareton shall be for the same amount and on the same terms as the shareholder's loan to be provided by Swire Properties to Hareton at the same time, but in any event not exceeding HK\$1,800 million and on the basis that it will be unsecured, interest-free and without any fixed term to fund the development costs (including lease modification premium) for the development of all those parcels of land situated at Wong Chuk Hang Road, Aberdeen, Hong Kong and respectively registered in the Land Registry as Aberdeen Inland Lot No. 338 and Aberdeen Inland Lot No. 339 (collectively the "**Site**"); and
  - (b) the Financial Assistance will be provided only after the following conditions shall have been fulfilled:
    - (i) a re-assessed lease modification premium payable by Hareton to the Government shall have been offered by the Government to Hareton for the modification of the land leases granted by the Government in respect of the Site (including for this purpose a surrender and re-grant of the Site) to enable the Site to be used for office purposes; and

- (ii) such re-assessed lease modification premium shall be acceptable to both Heartwell and Swire Properties.
- (2) the directors of the Company be hereby authorised to execute any such documents, instruments and agreements and to do any such acts or things as they may in their absolute discretion consider expedient, necessary or desirable to give effect to the provision of the Financial Assistance and the transactions contemplated thereunder.”

By Order of the Board  
**Kwok Pun Tak**  
*Company Secretary*

Hong Kong, 16th May, 2013

*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 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 Tuesday, 4th June, 2013.
- (4) The Register of Members of the Company will be closed from Wednesday, 5th June, 2013 to Thursday, 6th June, 2013, 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 TSE Yiu-wah\*.
- (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*