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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 Wednesday, 3 July 2019 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. Capitalised terms defined in the circular dated 10 June 2019 issued by the Company (the “**Circular**”) of which this notice forms part shall have the same meanings when used herein unless otherwise specified:

#### ORDINARY RESOLUTION

“**THAT:**

- (1) approval be hereby given to the disposal of the Group’s entire interest in the share capital of and shareholder’s loan to Island Land Development Limited, owner of the property known as No. 625 King’s Road, Hong Kong, for a cash consideration of HK\$2,375 million (subject to adjustment) (the “**Disposal**”) on the terms and conditions of the sale and purchase agreement dated 21 May 2019 (“**Sale and Purchase Agreement**”) entered into between Communication Holdings Limited (a wholly-owned subsidiary of the Company, as vendor), Jacko Rise Pte. Ltd. (as purchaser) and the Company (as vendor’s guarantor) (a summary of which appears in the circular to the Shareholders of the Company dated 10 June 2019).
- (2) 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) Disposal under the Sale and Purchase Agreement as referred to in paragraph (1) of this resolution; and (b) the transactions contemplated under such Sale and Purchase Agreement.”

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

Hong Kong, 10 June 2019

*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 Thursday, 27 June 2019.
- (4) The Register of Members of the Company will be closed from Friday, 28 June 2019 to Wednesday, 3 July 2019, 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, Anthony Grahame STOTT\*, Stephen TAN\* and Dr. Chau Ming-tak\*.
- (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*