

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



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 Eighty-fifth Ordinary Yearly Meeting (the “Meeting”) of the Members of China Motor Bus Company, Limited (the “Company”) will be held at 5th Floor, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Monday, 4th December, 2023 at 3:00 p.m. for the following purposes:

1. To receive and consider the Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 30th June, 2023.
2. To declare a final dividend for the year ended 30th June, 2023.
3.
 - (a) To re-elect Dr. Henry NGAN as Director;
 - (b) To re-elect Mr. Anthony Grahame STOTT as Director;
 - (c) To re-elect Mr. Stephen TAN as Director;
 - (d) To re-elect Dr. CHAU Ming Tak as Director;
 - (e) To re-elect Mr. Michael John MOIR as Director; and
 - (f) To re-elect Mr. YUNG Shun Loy Jacky as Director.
4. To re-appoint KPMG as Auditors of the Company and authorise the Directors to fix their remuneration.
5. As special business to consider and, if thought fit, to pass the following resolution as an 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 of the Company, 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 number of shares of the Company in issue as at the date of this meeting (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of The Laws of Hong Kong) after the passing of this Resolution), and the authority pursuant to paragraph (A) shall be limited accordingly.”

6. To transact any other competent business.

By Order of the Board
KWOK Pun Tak
Secretary

Hong Kong, 13th October, 2023

Explanatory Note on Resolution 3

In relation to Resolution 3 above, Dr. Henry NGAN, Mr. Anthony Grahame STOTT, Mr. Stephen TAN, Dr. CHAU Ming Tak, Mr. Michael John MOIR and Mr. YUNG Shun Loy Jacky will retire from the Board of Directors of the Company pursuant to Article 122 of the Company’s Articles of Association and, being eligible, all the aforesaid Directors offer themselves for re-election. The biographical details and interests in the shares of the Company of the Directors to be re-elected at the Ordinary Yearly Meeting are provided in the circular of the Company dated 13th October, 2023 relating to the re-election of Directors and general mandate for repurchase of own shares (the “Circular”).

Explanatory Note on Resolution 5

Resolution 5 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 number of shares of the Company in issue as at the date of the passing of the resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of The Laws of Hong Kong) after the passing 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, or the expiration of the period within which the next Ordinary Yearly Meeting of the Company is required by law to be held, or until revoked or varied by ordinary resolution of the shareholders of the Company (the “Shareholder(s)”) in general meeting prior to the next Ordinary Yearly Meeting of the Company. The explanatory statement required to be sent to Shareholders under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) in connection with the Repurchase Mandate is set out in the Circular.

Notes:

- (1) *A Shareholder entitled to attend and vote at the Meeting may appoint a proxy or proxies to attend and vote in his/her place and such proxy need not be a shareholder of the Company.*
- (2) *To be valid, forms of proxy must be deposited at the Head Office of the Company at 2606-08, 26th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong not less than 48 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, unless a poll is required under the Listing Rules or is demanded as referred to in Article 97 of the Articles of Association of the Company, in which case a poll may pursuant to Article 97 of the Articles of Association of the Company and section 591 of the Companies Ordinance (Chapter 622 of The Laws of Hong Kong) 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) *the chairman of the meeting; or*
 - (ii) *at least four Shareholders; or*
 - (iii) *a Shareholder or Shareholders holding or representing by proxy representing at least 5% of the total voting rights of all Shareholders having the right to vote at the meeting.*

Pursuant to Rule 13.39(4) of the Listing Rules, voting at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, voting at the Meeting or adjourned Meeting will be conducted by poll. The chairman of the Meeting or adjourned Meeting will demand a poll for the resolutions to be proposed at the Meeting in accordance with Rule 13.39(4) of the Listing Rules.

- (4) *For ascertaining the Shareholders' entitlement to attend and vote at the Meeting to be held on Monday, 4th December, 2023, the Register of Members of the Company will be closed from Wednesday, 29th November, 2023 to Monday, 4th December, 2023, both days inclusive. To qualify to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates 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 Tuesday, 28th November, 2023.*
- (5) *For ascertaining the Shareholders' entitlement to the proposed final dividend and the special dividend, the Register of Members of the Company will be closed from Thursday, 18th January, 2024 to Friday, 19th January, 2024, both days inclusive. To qualify for the proposed final dividend and the special dividend, all transfer documents accompanied by the relevant share certificates 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 Wednesday, 17th January, 2024.*
- (6) *As at the date of this Notice, the Directors of the Company are:
Dr. Henry NGAN, Anthony Grahame STOTT*, Stephen TAN*, Dr. CHAU Ming Tak*, Michael John MOIR and YUNG Shun Loy Jacky.*
- (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*