

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-third 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 Thursday, 2nd December, 2021 at 2:00 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, 2021.
2. To declare a final dividend for the year ended 30th June, 2021.
3.
 - (a) To re-elect Dr. Henry NGAN as Director;
 - (b) To re-elect Mr. Michael John MOIR as Director;
 - (c) To re-elect Mr. Fritz HELMREICH as Director;
 - (d) To re-elect Mr. Anthony Grahame STOTT as Director;
 - (e) To re-elect Mr. Stephen TAN as Director; and
 - (f) To re-elect Dr. CHAU Ming Tak 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, 2021

Explanatory Note on Resolution 3

In relation to Resolution 3 above, Dr. Henry Ngan, Mr. Michael John Moir, Mr. Fritz Helmreich, Mr. Anthony Grahame Stott, Mr. Stephen Tan and Dr. Chau Ming Tak 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, 2021 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 Thursday, 2nd December, 2021, the Register of Members of the Company will be closed from Tuesday, 30th November, 2021 to Thursday, 2nd December, 2021, 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 Monday, 29th November, 2021.
- (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, 20th January, 2022 to Friday, 21st January, 2022, 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, 19th January, 2022.
- (6) As at the date of this Notice, the Directors of the Company are:-
Dr. Henry Ngan, Fritz Helmreich, Anthony Grahame Stott*, Stephen Tan*, Dr. Chau Ming Tak* and Michael John Moir.
- (7) In the case of any conflict between the Chinese translation and the English text hereof, the English text will prevail.
- (8) In view of the ongoing Novel Coronavirus (COVID-19) situation and recent requirements for prevention and control of its spread by the Hong Kong government, **the Company strongly recommends shareholders to exercise their voting rights by appointing the Chairman of the Meeting as their proxy to vote on the relevant resolutions at the Meeting, as an alternative to attend the Meeting in person.** Shareholders are reminded that physical attendance at the Meeting is not necessary for the purpose of exercising the voting rights. Shareholders who choose to appoint a proxy should complete and return the Proxy Form as soon as possible to ensure the 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. The proxy form can be downloaded from website of the Company at <http://www.irasia.com/listco/hk/cmb/index.htm> or the website of the HKEXnews website at www.hkexnews.hk

Shareholders are further reminded that the Company will implement the following measures at the Meeting:

- (i) a compulsory body temperature check will be conducted on every attendee;
- (ii) every attendee shall wear surgical face mask throughout the Meeting. Please note that no surgical face mask will be provided at the hotel and Shareholders should wear their own surgical face masks;
- (iii) prior to the entry into the Meeting venue, every attendee will be required to scan the "LeaveHomeSafe" venue QR code or register his/her contact details in the Company's designated declaration form; and
- (iv) no distribution of corporate gift and no refreshment is to be served.

The Meeting is being held at Harbour Grand Hong Kong. We understand that the hotel may refuse entry to the hotel by any person who fails to comply with precautionary measures (i) to (iii) above or is subject to any Hong Kong government prescribed quarantine may be denied entry into the meeting venue. Persons so refused entry to the hotel will not be able to attend the Meeting. As a precautionary safety measure, seating at the Meeting will be arranged so as to reduce interaction between attendees. As a result, there will be limited capacity for Shareholders to attend the Meeting.

Shareholders are in any event asked (i) to consider carefully the risk of attending the Meeting, which will be held in an enclosed environment, (ii) to follow any guidelines or requirements of the Hong Kong government relating to COVID-19 in deciding whether or not to attend the Meeting; and (iii) not to attend the Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

Due to the constantly evolving COVID-19 situation in Hong Kong, the Company may be required to change the Meeting arrangements at short notice. Shareholders should constantly visit website of the Company at <http://www.irasia.com/listco/hk/cmb/index.htm> or the website of the HKEXnews website at <http://www.hkexnews.hk> for future announcements and updates on the Meeting arrangements.

**Independent Non-executive Director*