

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-sixth Ordinary Yearly Meeting (the “**Ordinary Yearly Meeting**”) of the members (the “**Shareholders**”) 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 Wednesday, 4 December 2024 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 30 June 2024.
2. To declare a final dividend and a special dividend for the year ended 30 June 2024.
3.
 - (a) To re-elect Dr. Henry NGAN as director of the Company (the “**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;
 - (f) To re-elect Mr. YUNG Shun Loy Jacky as Director; and
 - (g) To re-elect Ms. Lynne Jane ARNETT as Director.
4. To re-appoint KPMG as auditor 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 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 Ordinary Yearly 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) (the **“Companies Ordinance”**) after the passing of this resolution), and the authority pursuant to paragraph (A) shall be limited accordingly.”

6. As special business to consider and, if thought fit, to pass the following resolution as a special resolution:

“THAT the new articles of association of the Company (the **“New Articles”**), a copy of which has been produced to this Ordinary Yearly Meeting marked “A” and initialled by the chairman of the Ordinary Yearly Meeting for the purpose of identification, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect after the announcement by the Company of the poll result that this resolution is duly passed as a special resolution and that any Director or the company secretary be authorised to do all things necessary to implement the adoption of the New Articles.”

By Order of the Board
China Motor Bus Company, Limited
Dr. Henry NGAN
Chairman

Hong Kong, 25 October 2024

Notes:

- (1) A Shareholder entitled to attend and vote at the Ordinary Yearly Meeting may appoint a proxy or proxies to attend and vote in his/her place and such proxy(ies) need not be a Shareholder.
- (2) To be valid, proxy forms 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 Ordinary Yearly Meeting or any adjournment thereof.
- (3) Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), 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, at the Ordinary Yearly Meeting or any adjournment thereof, the chairman of the Ordinary Yearly Meeting or any adjournment thereof will exercise his power under article 97 of the existing articles of association of the Company (the "**Existing Articles**") to put each of the resolutions to be voted by way of poll.
- (4) For ascertaining the Shareholders' entitlement to attend and vote at the Ordinary Yearly Meeting to be held on Wednesday, 4 December 2024, the register of members of the Company will be closed from Friday, 29 November 2024 to Wednesday, 4 December 2024, both days inclusive. To qualify to attend and vote at the Ordinary Yearly 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 Thursday, 28 November 2024.
- (5) For ascertaining the Shareholders' entitlement to the proposed final dividend and special dividend, the register of members of the Company will be closed from Thursday, 16 January 2025 to Friday, 17 January 2025, both days inclusive. To qualify for the proposed final dividend and 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, 15 January 2025.
- (6) Concerning resolution numbered 3, Dr. Henry NGAN, Mr. Anthony Grahame STOTT, Mr. Stephen TAN, Dr. CHAU Ming Tak, Mr. Michael John MOIR, Mr. YUNG Shun Loy Jacky and Ms. Lynne Jane ARNETT will retire from office pursuant to article 122 of the Existing Articles and, being eligible, have offered themselves for re-election. Details relating to the re-election of the retiring Directors are set out in Appendix I to the circular dated 25 October 2024 (the "**Circular**").
- (7) Concerning resolution numbered 5, approval is being sought from Shareholders to grant a general mandate to the Directors to repurchase shares of the Company up to a maximum of 2% of the total number of shares of the Company in issue as at the date of the passing of this 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 in a general meeting prior to the next ordinary yearly meeting of the Company. The explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the Repurchase Mandate is set out in the Circular.
- (8) Concerning resolution numbered 6, details relating to the amendments brought about by the adoption of the New Articles are set out in Appendix II to the Circular.
- (9) As at the date of this notice, the board of directors of the Company comprises Dr. Henry NGAN, Anthony Grahame STOTT*, Stephen TAN*, Dr. CHAU Ming Tak*, Michael John MOIR, YUNG Shun Loy Jacky and Lynne Jane ARNETT*.
- (10) In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

* *Independent non-executive directors of the Company*