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

*(incorporated in Hong Kong with limited liability)*

*(Stock code : 026)*

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Directors intend to put forward to the Shareholders a proposal to amend certain Articles in the Articles of Association in order to (i) provide that voting shall be taken by poll if required under the Listing Rules; and (ii) give the chairman of the meeting the power to demand a poll.

The proposed amendments to the Articles of Association are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the Ordinary Yearly Meeting.

A circular containing, among other things, details of the proposed amendments to the Articles of Association and a notice of the Ordinary Yearly Meeting will be despatched to the Shareholders as soon as possible.

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The board (the "Board") of directors (the "Directors") of China Motor Bus Company, Limited (the "Company") proposed to amend certain Articles in the articles of association of the Company (the "Articles of Association").

With effect from 1st January 2009, the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") have been amended by the Stock Exchange to make voting by poll mandatory on all resolutions at general meetings of listed issuers.

Under the Company's existing Articles of Association, voting at general meetings shall be by a show of hands, unless a poll is demanded by the requisite number of members, or by member or members holding the requisite number of shares in the Company. Also, the chairman of the meeting does not have any power to demand a poll.

In order to ensure compliance with the requirement of the amended Listing Rules, it is proposed:

- (1) to amend the existing Article 96 to provide that voting shall be taken by poll if required under the Listing Rules or if demanded in accordance with Article 97;

- (2) to amend Article 97 so as to give the chairman of the meeting the right to demand a poll as well; and
- (3) to make certain minor consequential amendments to Articles 98 and 99.

The Directors propose to seek the approval of the shareholders of the Company (the “Shareholders”) by way of a special resolution at the forthcoming ordinary yearly meeting of the Company (the “Ordinary Yearly Meeting”) for the following amendments to the Articles of Association:

- “1. in the first sentence of the existing Article 96, by replacing the full-stop immediately after the word “vote” with a comma, and adding the following words immediately after the comma:-  
  
“unless a poll is required under the Listing Rules or is demanded as referred to in Article 97 of these Articles, in which case voting shall be taken by poll.”
2. in the first line of the existing Article 97, by adding the words “is required under the Listing Rules or” immediately before the words “is demanded by”, and by adding the words “the chairman of the meeting, or by” immediately after the said words “is demanded by”.
3. in the existing Article 98, by adding the words “duly required or” immediately before the word “demanded” in the first line, and by adding the words “required or” immediately before the word “demanded” in the third line and also before the word “demanded” in the fifth line.
4. in the existing Article 99, by adding the words “required or” immediately before the word “demanded” in the first line. ”

A circular containing further information in respect of the proposed amendments to the Articles of Association and a notice of the Ordinary Yearly Meeting will be despatched to the Shareholders as soon as possible.

By Order of the Board  
**Ngan Kit-ling**  
*Chairman*

Hong Kong, 21st October, 2009

*As at the date of this announcement, the Board of Directors of the Company comprises NGAN Kit-ling, Dr. NGAN Kit-keung, Dr. Henry NGAN, Dr. LIU Lit-mo\*, Fritz HELMREICH, Anthony Grahame STOTT\* and TSE Yiu-wah\*.*

*\* Independent non-executive director*