



CHINA MOTOR BUS COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 026)

PROCEDURES FOR NOMINATION OF DIRECTORS BY SHAREHOLDERS

1. Pursuant to Rule 13.51D of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), China Motor Bus Company, Limited (the "Company") sets out these procedures for nomination of Directors by shareholders of the Company (the "Procedures") to provide shareholders of the Company (the "Shareholders") with detailed procedures which they can use for nominating a person for election as a Director of the Company.
2. Pursuant to Article 125 of the Articles of Association of the Company, no person not being a Director retiring at a meeting shall, unless recommended by the Board for election, be eligible for election for the office of Director at any general meeting unless no earlier than the day after the despatch of the notice of the meeting appointed for such election and not less than seven clear days before the day appointed for the meeting there has been left at the head office notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected, and subject to such person being eligible under Article 118.
3. Pursuant to Article 118 of the Articles of Association of the Company, no person shall be eligible to the office of Director unless he be a member holding at the least five hundred shares in his own right in the Company. A first Director may act before acquiring his qualification, but shall in any case acquire the same within one month from his appointment.
4. At the same time as the notice in writing mentioned in paragraph 2 above is served, a curriculum vitae containing the full name, relevant personal information, qualification, background, work history, directorships, public offices and membership of professional bodies of the proposed candidate and an Independence Confirmation (if such candidate is nominated to become an Independent Non-Executive Director), should be provided to the Secretary of the Company.
5. Upon receipt of a notice from a Shareholder to propose a person for election as a Director at the general meeting where such notice is received by the Company after the publication of the notice of meeting, the Company shall publish an announcement on the website of Hong Kong Exchanges and Clearing Limited (through e-submission in accordance with Rule 2.07C of the Listing Rules) and the Company's website or issue a supplementary circular. The Company shall include particulars of the proposed candidate in the announcement or supplementary circular.
6. The Procedures shall be reviewed as required.
7. In the event of a conflict between the Chinese translation and the English text hereof, the English text will prevail.