China Motor Bus Co., Ltd.

(Incorporated in Hong Kong with limited liability)

(Stock code: 026)

NOTICE OF ORDINARY YEARLY MEETING

NOTICE IS HEREBY GIVEN THAT the Eighty-seventh 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 Friday, 5 December 2025 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the financial year ended 30 June 2025.

2. To declare a final dividend and a special dividend for the financial year ended 30 June 2025.

3. (a) To re-elect Dr. Henry NGAN as director of the Company ("**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;

   (g) To re-elect Ms. Lynne Jane ARNETT as Director; and

   (h) To re-elect Dr. Sarah NGAN as Director.

4. To re-appoint KPMG as auditor of the Company and authorise the Directors to fix its 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) 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 Articles of Association of the Company be and are hereby amended as detailed in the explanatory statement on proposed amendments to the Articles of Association of the Company, which is contained in the circular of the Company dated 17 October 2025 and forms part of this Notice of Ordinary Yearly Meeting and that the new Articles of Association produced to the meeting and initialled by the chairman of this meeting for the purposes of identification be and is hereby approved and adopted."

By Order of the Board
China Motor Bus Company, Limited
CHU Lai Shan Sammie
Company Secretary

Hong Kong, 17 October 2025

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 or her place and such proxy(ies) need not be a Shareholder.

(2) To be valid, proxy forms must be deposited at the Company's registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for 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 89 of the articles of association of the Company (the "**Articles of Association**") to put each of the resolutions to be voted by way of poll.

(4) For ascertaining Shareholders' entitlement to attend and vote at the Ordinary Yearly Meeting to be held on Friday, 5 December 2025, the register of members of the Company will be closed from Tuesday, 2 December 2025 to Friday, 5 December 2025, both days inclusive, during which period no transfer of shares will be effected. To qualify to attend and vote at the Ordinary Yearly Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 1 December 2025. Shareholders whose names appear on the Register of Members on Friday, 5 December 2025, being the record date of the meeting, will be entitled to attend and vote at the Ordinary Yearly Meeting.

(5) For ascertaining Shareholders' entitlement to the proposed final dividend and special dividend, the register of members of the Company will be closed from Friday, 16 January 2026 to Monday, 19 January 2026, both days inclusive, during which period no transfer of shares will be effected. To qualify for the proposed final dividend and special dividend, all transfer documents accompanied by the relevant share certificates should be lodged with the Company's registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 15 January 2026, The proposed final dividend and special dividend are expected to be paid on Friday, 6 February 2026 to Shareholders whose names appear on the Register of Members of the Company at the close of business on Monday, 19 January 2026, being the record date of the proposed final dividend and special dividend.

(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, Ms. Lynne Jane ARNETT and Dr. Sarah NGAN will retire from office pursuant to articles 109 and 114 of the Articles of Association 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 of the Company dated 17 October 2025 (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 Appendix II to the Circular.

(8) Concerning resolution numbered 6, details relating to the proposed amendments to the Articles of Association are set out in Appendix III to the Circular.

(9) In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

(10) As at the date of this notice, the board of Directors of the Company comprises three Executive Directors, namely, Dr. Henry NGAN, Michael John MOIR and YUNG Shun Loy Jacky, one Non-executive Director, Dr. Sarah NGAN, and four Independent Non-executive Directors, namely, Anthony Grahame STOTT, Stephen TAN, Dr. CHAU Ming Tak and Lynne Jane ARNETT.