



KWOON CHUNG BUS HOLDINGS LIMITED

冠忠巴士集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 306)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 28 FEBRUARY 2007

I/We (Note 1) _____

of _____

being the registered holder(s) of _____ shares (Note 2) of HK\$0.10

each in the share capital of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF**

THE MEETING (Note 3) or _____

of _____

as my/our proxy to attend the extraordinary general meeting (and at any adjournment thereof) of the Company to be held at 3/F., 8 Chong Fu Road, Chai Wan, Hong Kong on Wednesday, 28 February 2007 at 2:30 p.m. for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below (Note 4).

RESOLUTION	FOR	AGAINST
To approve, ratify and confirm the share transfer agreement and the supplementary agreement (the "Share Transfer Agreements") in Chinese dated 12 December 2006 entered into between Kwoon Chung (China) Development Company Limited, a wholly-owned subsidiary of the Company as the vendor and Shanghai Jinxiu Yifang Industrial Company Limited, as the purchaser in connection with the disposal of 90% equity interest in Shanghai Pudong Kwoon Chung Public Transport Company Limited ("Pudong KC") (excluding a 6% equity interest in Shanghai Wu Qi Kwoon Chung Public Transport Company Limited held by Pudong KC) at a consideration of RMB124,100,000 (equivalent to approximately HK\$124,100,000), a copy of which has been produced to this meeting, marked "A" and signed by the Chairman of this meeting for the purpose of identification and the details of which are set out in the circular of the Company dated 2 February 2007, and the transaction contemplated under the Share Transfer Agreements, and authorize any Director of the Company to take such action, do such things and execute such further documents or deeds as such Director may, in his opinion, deem necessary or desirable for the purpose of implementing the Share Transfer Agreements.		

Dated this _____ day of _____ 2007 Signature (Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. A shareholder of the Company entitled to attend and vote at the extraordinary general meeting is entitled to appoint more than one proxy to attend and vote on his behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
6. On a show of hands every member of the Company present in person or by proxy or being a corporation, is present by its duly authorised representative, shall have one vote and on a poll every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
7. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of members of the Company.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* for identification purposes only