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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in AMS Public Transport Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**AMS PUBLIC TRANSPORT HOLDINGS LIMITED**

**進智公共交通控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 77)**

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
ADOPTION OF THE NEW SHARE OPTION SCHEME AND  
TERMINATION OF THE EXISTING SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at Room 1301–1305, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on 30 August 2013, Friday at 11:00 a.m. is set out on pages 26 to 30 of this circular.

A form of proxy for the AGM is also enclosed. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

18 July 2013

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Room 1301–1305, Abba Commercial Building, 223 Aberdeen Main Road, Aberdeen, Hong Kong on 30 August 2013, Friday at 11:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 26 to 30 of this circular
“Articles of Association”	the articles of association of the Company
“Auditors”	the auditors for the time being of the Company
“Board”	the board of Directors
“Business Day”	the day on which the Stock Exchange is open for the business of dealing in securities
“Chairman”	the chairman of the Board
“Chief Executive Officer”	the chief executive officer of the Company
“Company”	AMS Public Transport Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 77)
“Connected person”	has the same meaning as ascribed to it under the Listing Rules
“Controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	any person(s) who satisfy(ies) the eligibility requirements set out in paragraph (b) of Appendix III to this circular
“Executive Director(s)”	the executive Director(s) of the Company
“Exercise Date”	in respect of an Option, the date on which the Option is duly exercised in accordance with the terms of the New Share Option Scheme or, if that date falls on a day when the register of members of the Company is closed, then the first day of the re-opening of the register of members of the Company

## DEFINITIONS

“Existing Share Option Scheme”	the share option scheme adopted by the Company by way of written Shareholders’ resolution on 22 March 2004
“Grantee”	means any Eligible Participant who accepts the Offer in accordance with the terms of the New Share Option Scheme or his Personal Representative(s) where applicable
“Group”	the Company and its Subsidiaries as a whole
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Non-Executive Director(s)”	the independent non-executive Director(s) of the Company
“Individual Limit”	1% of the issued share capital of the Company in issue at the material time
“Invested Entity(ies)”	any entity in which any member of the Group holds any equity interest
“Latest Practicable Date”	12 July 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“New Share Option Scheme”	the share option scheme which is proposed to be adopted by the Company at the AGM, further information and summary of the principal terms are set out in Appendix III to this circular
“Offer”	an offer for the grant of an Option made in accordance with the New Share Option Scheme
“Offer Date”	the date on which an Offer is made to an Eligible Participant, which must be a Business Day
“Option(s)”	option(s) to subscribe for Shares granted and/or to be granted pursuant to the New Share Option Scheme

## DEFINITIONS

“Option Period”	in respect of any particular Option, a period (which may not expire later than 10 years from the Offer Date) to be determined and notified by the Directors to the Grantee thereof, and, in the absence of such determination, from the date of acceptance of the Offer of such Option to the earlier of the date on which such Option lapses under the relevant provisions of the New Share Option Scheme (as described in paragraph (o) of Appendix III to this circular) and 10 years from the Offer Date
“Personal Representative(s)”	the person or persons who, in accordance with the laws of succession applicable in respect of the death of a Grantee, is or are entitled to exercise the Option granted to such Grantee (to the extent not already exercised)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Scheme Mandate Limit”	10% of the total number of Shares in issue as at the date of approval of the New Share Option Scheme by the Shareholders (i.e. the date of the AGM)
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option pursuant to the New Share Option Scheme
“Subsidiary(ies)”	subsidiary(ies) for the time being of the Company within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



**AMS PUBLIC TRANSPORT HOLDINGS LIMITED**

**進智公共交通控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 77)**

*Executive Directors:*

Mr. Wong Man Kit (*Chairman*)  
Ms. Ng Sui Chun  
Mr. Wong Ling Sun, Vincent  
Mr. Chan Man Chun (*Chief Executive Officer*)  
Ms. Wong Wai Sum, May

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent Non-Executive Directors:*

Dr. Lee Peng Fei, Allen  
Dr. Chan Yuen Tak Fai, Dorothy  
Mr. Kwong Ki Chi

*Principal Place of Business*

*in Hong Kong:*  
11th–12th Floors  
Abba Commercial Building  
223 Aberdeen Main Road  
Aberdeen  
Hong Kong

18 July 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
ADOPTION OF THE NEW SHARE OPTION SCHEME AND  
TERMINATION OF THE EXISTING SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the re-election of Directors; (ii) the granting to the Directors of general mandates for the issue and the repurchase of Shares up to 20% and 10% respectively of the nominal amount of the Company's issued share capital; and (iii) adoption of New Share Option Scheme and termination of Existing Share Option Scheme.

## **LETTER FROM THE BOARD**

### **RE-ELECTION OF DIRECTORS**

Pursuant to Articles 86(3) and 87(1) of the Articles of Association, Mr. Wong Ling Sun, Vincent and Mr. Chan Man Chun, being the Executive Directors, and Dr. Chan Yuen Tak Fai, Dorothy, being an Independent Non-Executive Director, shall retire by rotation and, being eligible, offer themselves for re-election at the AGM. Brief biographical details of the retiring Directors are set out in Appendix I to this circular.

### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the last annual general meeting of the Company held on 31 August 2012, ordinary resolutions were passed to grant general mandates authorising the Directors (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at that date (i.e. not exceeding 53,225,000 Shares) (“Existing Issue Mandate”); and (ii) to repurchase Shares not exceeding 10% of the issued share capital, or the relevant class of Shares, of the Company at that date (i.e. not exceeding 26,612,500 Shares) (“Existing Repurchase Mandate”).

The Existing Issue Mandate and the Existing Repurchase Mandate will expire upon the conclusion of the AGM. The Directors consider that the Existing Issue Mandate and the Existing Repurchase Mandate increase the flexibility in the Company’s affairs and are in the interests of the Shareholders, and that the same shall continue to be adopted by the Company. New general mandates to allot, issue and deal with Shares up to 20% (“Issue Mandate”) and to repurchase Shares up to 10% (“Repurchase Mandate”) of the issued share capital of the Company as at the date of passing of Resolutions 5(A) and 5(B) set out in the AGM Notice respectively will be proposed at the AGM. Resolution authorising the extension of the general mandate to the Directors to issue Shares to include the aggregate nominal amount of such Shares repurchased (if any) under the Repurchase Mandate is to be proposed as Resolution 5(C) at the AGM.

With reference to the proposed new Issue Mandate and Repurchase Mandate, the Directors wish to state that they have no immediate plans to issue any new or repurchase any existing Shares pursuant to the relevant mandates. Save as disclosed, the Company did not obtain any other general mandate or special mandate to issue Shares in the past 12 months.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution 5(B) to be proposed at the AGM in relation to the Repurchase Mandate is set out in Appendix II to this circular.

### **ADOPTION OF THE NEW SHARE OPTION SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME**

The Existing Share Option Scheme, having a term of 10 years, would expire on 14 April 2014. The Existing Share Option Scheme was the only share option scheme adopted by the Company as at the Latest Practicable Date.

## LETTER FROM THE BOARD

Details of the options granted by the Company under the Existing Share Option Scheme are as follows:

Date of grant (d/m/y)	Period during which rights are exercisable (d/m/y)	Exercise price per option (HK\$)	Number of options granted	Number of options exercised	Number of options lapsed	Number of options outstanding as at the Latest Practicable Date
<b>Category 1:</b>						
Directors						
8/11/2004	9/11/2004–7/11/2014	1.57	8,600,000	(8,300,000)	(300,000)	—
12/4/2007	12/4/2007–11/4/2017	1.418	825,000	(825,000)	—	—
3/4/2007	3/4/2007–2/4/2017	1.43	275,000	(275,000)	—	—
15/3/2010	15/3/2010–14/3/2020	1.39	300,000	(300,000)	—	—
14/3/2011	14/3/2011–13/3/2021	1.58	300,000	(300,000)	—	—
20/10/2011	20/10/2011–19/10/2021	1.60	<u>900,000</u>	—	—	<u>900,000</u>
Subtotal			<u>11,200,000</u>	<u>(10,000,000)</u>	<u>(300,000)</u>	<u>900,000</u>
<b>Category 2:</b>						
Employees						
8/11/2004	9/11/2004–7/11/2014	1.57	4,450,000	(4,250,000)	(200,000)	—
20/10/2011	20/10/2011–19/10/2021	1.60	<u>4,350,000</u>	<u>(200,000)</u>	<u>(100,000)</u>	<u>4,050,000</u>
Subtotal			<u>8,800,000</u>	<u>(4,450,000)</u>	<u>(300,000)</u>	<u>4,050,000</u>
<b>Total</b>			<u>20,000,000</u>	<u>(14,450,000)</u>	<u>(600,000)</u>	<u>4,950,000</u>

Pursuant to the terms of the Existing Share Option Scheme, the Company may at any time by resolution in general meeting terminate the operation of the Existing Share Option Scheme, and in such event no further options shall be offered but the provisions of the Existing Share Option Scheme in all other respects shall remain in full force to the extent necessary to give effect to the exercise of any outstanding options granted thereunder prior to such termination. Any outstanding options granted under the Existing Share Option Scheme prior to its termination shall continue to be valid and exercisable in accordance with the terms of the Existing Share Option Scheme.

Although the originally stipulated expiration date of the Existing Share Option Scheme (i.e. 14 April 2014) is almost 7.5 months ahead of the scheduled date for holding the AGM, the Board considers it is appropriate and expedient in terms of timing to make a proposal to the Shareholders at the AGM for early termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme in its stead, as that would dispense with a separate extraordinary general meeting of the Company in the future for considering and approving (if thought fit) the same, which would in turn save the Shareholders from the inconvenience arising from their attending a separate and additional meeting and minimise the administrative costs in holding such meeting. The fact that the terms of the Existing Share Option Scheme and those of the New Share Option Scheme are substantially similar assures that the benefits conferred upon the original eligible participants and the option holders under the Existing



## LETTER FROM THE BOARD

Share Option Scheme would not be impaired in any material respect as a result of the early termination of the Existing Share Option Scheme, as such benefits would be extended in practice by virtue of the adoption of the New Share Option Scheme immediately following such termination, subject to the satisfaction of the conditions precedent set out in the ensuing paragraph.

The adoption of the New Share Option Scheme is subject to the following conditions precedent:

- (i) the passing of an ordinary resolution by the Shareholders to approve and adopt the New Share Option Scheme and to authorise the Board to grant Options thereunder and to allot and issue Shares pursuant to the exercise of any Options; and
- (ii) the Stock Exchange granting approval of the listing of, and permission to deal in, any Shares which may fall to be allotted and issued pursuant to the exercise of any Options.

At the AGM, an ordinary resolution will be proposed to the Shareholders to approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme, and to authorise the Board to grant Options under the New Share Option Scheme and to allot and issue Shares pursuant to the exercise of any Options granted thereunder in accordance with the terms of the New Share Option Scheme.

Furthermore, application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the exercise of any Options that may be granted under the New Share Option Scheme.

The Directors consider that the New Share Option Scheme will continue to provide the Company with a platform to offer rewards and incentives to Eligible Participants for their contribution to the Group and to encourage them to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

The New Share Option Scheme does not stipulate a minimum period for which an Option must be held or any performance targets that must be achieved before the relevant Option can be exercised. However, under the New Share Option Scheme, the Board is empowered to, at its discretion, fix any minimum period for which an Option must be held, any performance targets that must be achieved and any other conditions that must be fulfilled before the relevant Option can be exercised upon the grant. The basis for determination of the Subscription Price is specified in the New Share Option Scheme as that it shall be at the discretion of the Board, subject to a minimum amount (viz. the highest of the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, the average closing price of Shares as stated in the Stock Exchange's daily quotations sheets for the 5 Business Days immediately preceding the Offer Date, and the nominal value of the Shares). The Directors believe that the foregoing would provide the Board with more flexibility in setting the terms and conditions of the Options under particular circumstances of each grant while protecting the value of the Company and its Shares and would facilitate its aim to offer meaningful incentives to attract, retain and motivate quality personnel and parties to contribute to the Group.

## LETTER FROM THE BOARD

The Directors consider that it is not appropriate or helpful to the Shareholders to state the value of the Options that can be granted under the New Share Option Scheme as if they had been granted at the Latest Practicable Date given that the variables which are crucial for the calculation of the value of such Options cannot be ascertained at this stage. The variables which are critical for the determination of the value of such Options include the Subscription Price, whether or not Options will be granted under the New Share Option Scheme, and if granted, the number of Options involved and the timing of granting the Options concerned, the length of Option Period, any performance targets or any other conditions that may be imposed by the Board with respect to the Options, all being subject to the discretion of the Board, and whether or not such Options, if granted, will be exercised by the Grantees. Accordingly, the Directors believe that any calculation of the value of the Options based on a set of speculative assumptions would not be meaningful and may be misleading to the Shareholders in the circumstances.

The total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any share option scheme of the Group which may be adopted hereinafter in aggregate must not exceed 10% of the total number of Shares in issue as at the date of approval of the New Share Option Scheme by the Shareholders (i.e. the date of the AGM). The maximum total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the total number of Shares in issue from time to time. As at the Latest Practicable Date, the Company had in total 266,125,000 Shares in issue. Assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and the date of the AGM and that there will be no other share option scheme of the Group existing other than the New Share Option Scheme, and taking no account of any further refreshment of the aforesaid 10% scheme mandate limit going forward, the maximum total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme would be 26,612,500 Shares, representing 10% of the number of Shares in issue as at the Latest Practicable Date and the date of the AGM.

None of the Directors is a trustee of the New Share Option Scheme or has any direct or indirect interest in such trustee, if any.

A summary of the principal terms of the New Share Option Scheme is set out in Appendix III to this circular. The New Share Option Scheme containing its full terms are available for inspection at the Company's principal place of business in Hong Kong at 11th-12th Floors, Abba Commercial Building, 223 Aberdeen Main Road, Aberdeen, Hong Kong during normal business hours from the date of this circular up to and including the date of the AGM, and will also be available for inspection at the AGM.

## **LETTER FROM THE BOARD**

### **AGM**

The AGM Notice is set out on pages 26 to 30 of this circular. Ordinary resolutions in respect of (i) the re-election of Directors, (ii) the grant of the Issue Mandate and the Repurchase Mandate to the Directors, and (iii) the adoption of New Share Option Scheme and termination of Existing Share Option Scheme as referred to above will be proposed at the AGM.

A form of proxy for the AGM is also enclosed with this circular and published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.amspt.com](http://www.amspt.com)). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders 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, the chairman of the AGM will exercise his right under Article 66 of the Articles of Association to demand a poll on each of the resolutions to be proposed at the AGM.

Having made all reasonable enquiries, to the best knowledge of the Directors, none of the Shareholders as at the Latest Practicable Date was required to abstain from voting on the resolution to be proposed at the AGM to approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **RECOMMENDATION**

The Directors consider that the proposed ordinary resolutions for approval of the re-election of the retiring Directors, the grant of the Issue Mandate and the Repurchase Mandate to the Directors and adding the aggregate nominal amount of Shares repurchased (if any) under

## LETTER FROM THE BOARD

the Repurchase Mandate to the aggregate nominal amount of Shares that may be allotted pursuant to the Issue Mandate, and the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of the Board  
**AMS Public Transport Holdings Limited**  
**Wong Man Kit**  
*Chairman*

The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

#### 1. WONG LING SUN, VINCENT

**Mr. Wong Ling Sun, Vincent**, aged 38, is an Executive Director. He joined the Group in 2002 and was responsible for monitoring the operation and internal control of the Group. He was appointed as Executive Director on 16 October 2004. Before that, he was a non-executive Director of the Group.

Mr. Wong also holds directorships in most of the subsidiaries of the Company. Mr. Wong is the son of the Chairman, Mr. Wong Man Kit, and the Executive Director, Ms. Ng Sui Chun, and the brother of Ms. Wong Wai Sum, May, the Executive Director of the Company. He does not hold any other directorship in any other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Wong was deemed to be interested in 157,677,000 Shares, representing 59.24% of the total issued Share capital of the Company, held by Skyblue Group Limited (“Skyblue”) under Part XV of the SFO as he is one of the beneficiaries of The JetSun Trust. Skyblue is a wholly owned subsidiary of Metro Success Investments Limited (“Metro Success”), which in turn is a wholly owned subsidiary of JETSUN UT Company (PTC) Limited (“JETSUN”). JETSUN is the trustee of The JetSun Unit Trust, of which 9,999 units are owned by HSBC International Trustee Limited (“HSBCITL”) as the trustee of The JetSun Trust and the remaining 1 unit is owned by Mr. Wong. The entire issued share capital of JETSUN is owned by HSBCITL. The JetSun Trust is a discretionary trust and its discretionary objects include Mr. Wong, Ms. Ng Sui Chun and Ms. Wong Wai Sum, May. In addition, Mr. Wong was directly interested in 6,502,500 Shares and had family interest of 352,000 Shares, representing 2.45% and 0.13% of the total issued Share capital of the Company respectively as at the Latest Practicable Date.

Mr. Wong entered into a service agreement with the Company for an initial term of three years from 16 October 2004 to 15 October 2007 which shall continue thereafter until terminated by either party by serving on the other party not less than six months’ notice in writing. He also entered into four supplemental service agreements with the Company subsequently. The amount of remuneration as set out in the supplemental service agreements is approximately HK\$520,000 per annum, which includes an annual fixed sum bonus equal to his one month’s fixed director’s fee. He is also entitled to a discretionary bonus calculated by reference to a percentage (which is determined by the Board with reference to the Group’s results and Mr. Wong’s performance) of audited consolidated net profit of the Group after taxation and minority interest but before extraordinary items of the Group and before such bonus. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Apart from this, Mr. Wong has no service contract or proposed service contract with any other members of the Group. The amount of the emoluments payable to Mr. Wong under the service contract is determined by the remuneration committee of the Board with reference to the level and/or range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable caliber and job responsibilities.

In relation to the re-election of Mr. Wong, there is no further information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

## 2. CHAN MAN CHUN, MBA

**Mr. Chan Man Chun**, aged 49, is the Chief Executive Officer and an Executive Director. Mr. Chan joined the Group in July 1989. He is actively involved in the overall business operations and is responsible for the implementation of the corporate strategy of the Group.

Mr. Chan is also a director of Global Win Transportation Limited, which is a subsidiary of the Company. Mr. Chan does not hold any directorships in any other listed companies in the last three years and has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Chan was directly interested in 2,679,500 Shares and had family interest of 220,000 Shares, representing 1.01% and 0.08% of the total issued Share capital of the Company.

Mr. Chan entered into his first service agreement with the Company for an initial fixed term of three years from 22 March 2004 to 21 March 2007 which shall continue thereafter until terminated by either party giving to the other not less than six months' prior notice in writing terminating on or after the expiry of the initial term of three years. Mr. Chan also entered into four supplemental service agreements with the Company subsequently. Under the supplemental service agreements, the total remuneration of Mr. Chan was approximately HK\$1,792,000 per annum and he is also entitled to a year-end bonus equal to the higher of HK\$2,500,000 or 5.5% of the audited consolidated profit after taxation and minority interest but before extraordinary items and before such bonus of the Group. Mr. Chan is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Apart from this, Mr. Chan has no service contract or proposed service contract with any other members of the Group. The amount of the emoluments payable to Mr. Chan under the service contact is determined by the the remuneration committee of the Board with reference to the level and/or range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable caliber and job responsibilities.

In relation to the re-election of Mr. Chan, there is no further information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**3. CHAN YUEN TAK FAI DOROTHY, *B.Soc.Sc, M.Soc.Sc, PhD, BBS, FCILT***

**Dr. Chan Yuen Tak Fai, Dorothy**, aged 63, was appointed as an Independent Non-Executive Director on 14 March 2010. Dr. Chan is currently the deputy director of School of Professional and Continuing Education of The University of Hong Kong (“HKU SPACE”). She was the vice principal of HKU SPACE from 2002 to 2005. Before joining HKU SPACE, Dr. Chan was the Deputy Commissioner for Transport of the Hong Kong Special Administrative Region Government (“HKSARG”).

Dr. Chan is now the Chartered Institute of Logistics and Transport’s (“CILT”) international president and she served as the international vice president of the CILT from 2002 to 2006. Dr. Chan’s current public service duties include serving as a member of both Advisory Committee on Environment and the Social Welfare Advisory Committee of HKSARG, a board member of Hong Kong Research & Development Centre for Logistics and Supply Chain Management Enabling Technology Limited, and also a member of the Board of Governors of the Hong Kong Institute for Public Administration.

Dr. Chan holds a master of social sciences degree and a doctor of philosophy degree from The University of Hong Kong. She has also completed a Leadership Enhancement and Development Executive Programme from Harvard University.

As at the Latest Practicable Date, Dr. Chan was directly interested in 330,000 Shares, representing 0.12% of the total issued Share capital of the Company. She also personally held options to subscribe for 300,000 Shares as at the Latest Practicable Date. Save as disclosed above, Dr. Chan does not have any other interests in the Shares within the meaning of Part XV of the SFO.

Dr. Chan has entered into a service contract with the Company on 7 March 2013 and is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. She is entitled to receive from the Company a director’s emolument of HK\$336,000 per annum which is determined by the Board and its remuneration committee with reference to her duties and responsibilities within the Company. Dr. Chan is also an independent non-executive director of MTR Corporation Limited, which is listed on the Stock Exchange. Apart from the foregoing, Dr. Chan has not held any directorship in any other listed public companies in the last three years and has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Other than being an Independent Non-Executive Director, Dr. Chan does not hold any other positions in the Company or any of its subsidiaries.

In addition to her capacity as an Independent Non-executive Director, Dr. Chan has also made significant contributions in serving the Company as the chairwoman of its nomination committee and a member of its audit committee and remuneration committee, in which roles she has provided professional advice and valuable business judgment. Furthermore, Dr. Chan has confirmed to the Company that she had met the independence guideline as set out in Rule 3.13 of the Listing Rules and has submitted such written confirmation concerning her independence to the Stock Exchange. Therefore, the Board considers her to be independent and believes she should be re-elected in view of her extensive experience and valuable contribution to the Board.

In relation to the re-election of Dr. Chan, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions of rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information requiring disclosure under rule 13.51(2) of the Listing Rules.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Repurchase Mandate.

**SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$26,612,500 divided into 266,125,000 fully paid Shares.

Subject to the passing of the resolution granting the proposed Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 26,612,500 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

**REASONS FOR REPURCHASE**

The Board believes that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange. Any repurchase of Shares may, depending on market conditions and funding arrangements at the prevailing time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Board believes that a repurchase of Shares will benefit the Company and the Shareholders as a whole.

**FUNDING OF REPURCHASE**

Repurchase must be funded out of funds which are legally available for such purpose in accordance with the Memorandum and Articles of Association and the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“Companies Law”). The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Cayman Islands law, repurchase by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital under certain circumstances.

Any premium payable on repurchase over the par value of the Shares to be repurchased must be provided for out of the profits of the Company or out of the Company’s share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital under certain circumstances.



**POSSIBLE MATERIAL ADVERSE IMPACT**

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate is to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2013, being the date of its latest audited consolidated financial statements. Therefore, the Directors do not intend to make any repurchase to such an extent as would, in the circumstances, have a material adverse effect on the appropriate working capital requirements or the gearing position of the Company as they would consider from time to time.

The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are to be repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing.

**TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could, depending on the level of such increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as known to the Directors and according to the register of interests and short positions of substantial Shareholders maintained by the Company pursuant to section 336 of the SFO, Skyblue, a company incorporated in the British Virgin Islands and wholly owned by Metro Success, was interested in 157,677,000 Shares, representing 59.24% of the entire issued capital of the Company. Metro Success is wholly owned by JETSUN, which is the trustee of The JetSun Unit Trust, of which 9,999 units are owned by HSBCITL (as trustee of The JetSun Trust) and the remaining 1 unit is owned by Mr. Wong Ling Sun, Vincent. The entire issued share capital of JETSUN is owned by HSBCITL. The discretionary objects of The JetSun Trust are Mr. Wong, Ms. Ng Sui Chun, Ms. Wong Wai Sze, Cecilia, Ms. Wong Wai Sum, May and Ms. Wong Wai Man, Vivian.

Assuming that Skyblue (being the controlling Shareholder as at the Latest Practicable Date) does not dispose of its Shares, if, which is not presently contemplated, the Repurchase Mandate is to be exercised in full, the percentage of shareholding of Skyblue before such repurchase based on the issued share capital of the Company as at the Latest Practicable Date, being 59.24%, would be increased to approximately 65.83% after such repurchase.

Apart from the aforesaid increase in shareholding held by Skyblue, the Directors are not aware of any consequences of such repurchase of Shares that would result in Skyblue or any other Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. If the Repurchase Mandate is to be exercised in full, the percentage of shareholding held by Skyblue and its connected persons will exceed 75% and thus, the number of Shares held by the public would fall below 25% of the total number of issued Shares. Nevertheless, the Company has no present intention to repurchase Shares or exercise the Repurchase Mandate in full so that the public float of the Company would not fall below 25% of the total number of issued Shares.

**SHARE PRICES**

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest prices at which Shares were traded on the Stock Exchange are as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2012</b>		
July	1.73	1.65
August	1.84	1.67
September	1.80	1.63
October	1.80	1.69
November	1.79	1.60
December	1.64	1.52
<b>2013</b>		
January	1.64	1.46
February	1.54	1.48
March	1.56	1.45
April	1.52	1.44
May	1.54	1.45
June	1.50	1.38
July (up to the Latest Practicable Date)	1.40	1.26

**SHARE REPURCHASE MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries has repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

**GENERAL**

To the best of the Directors' knowledge and having made all reasonable enquiries, none of the Directors nor any of his/her associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company or its subsidiaries. The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate to repurchase Shares in accordance with the Listing Rules and applicable laws of the Cayman Islands.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares held by him/her/it to the Company, or has undertaken not to sell Shares to the Company in the event that the Company is authorised to repurchase the Shares.

The following is a summary of the principal terms of the New Share Option Scheme:

**(a) Purpose**

The purpose of the New Share Option Scheme is to enable the Company to grant Options to the Eligible Participants as incentives or rewards for their contribution to the Group.

**(b) Who may join**

The Directors may, at their absolute discretion, at any time as permitted by the Listing Rules invite any person belonging to any of the following classes of participants, to take up Option(s) to subscribe for Shares:

- (i) any employee or proposed employee (whether full-time or part-time and including any executive director), consultant or adviser of or to the Company, any of its Subsidiaries or any Invested Entity;
- (ii) any non-executive director (including independent non-executive director) of the Company, any of its Subsidiaries or any Invested Entity;
- (iii) any supplier of goods or services to any member of the Group or any Invested Entity;
- (iv) any customer of the Group or any Invested Entity;
- (v) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and
- (vi) any shareholder of any member of the Group or any Invested Entity, or any holder of any securities issued by any member of the Group or any Invested Entity,

and for the purpose of the New Share Option Scheme, Option(s) may be granted to any company wholly owned by one or more persons belonging to any of the above classes of participants. For the avoidance of doubt, the grant of any option by the Company for the subscription of Shares or other securities of the Group to any person who falls within any of the above classes of participants shall not, by itself, unless the Directors otherwise determine, be construed as a grant of Option under the New Share Option Scheme.

The basis of eligibility of any of the above classes of participants to the grant of any Options shall be determined by the Directors from time to time on the basis of the participants' contribution to the development and growth of the Group.

**(c) Maximum number of Shares**

- (i) The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the issued share capital of the Company from time to time. No Options may be granted under the New Share Option Scheme if this will result in the aforesaid limit being exceeded.
- (ii) The total number of Shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the New Share Option Scheme and any other share option scheme of the Group) to be granted under the New Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed the Scheme Mandate Limit.
- (iii) Subject to sub-paragraph (i) and without prejudice to sub-paragraph (iv), the Company may issue a circular to its Shareholders in compliance with Note (1) to Rule 17.03(3) and Rule 17.06 of the Listing Rules and/or such other requirements as prescribed in the Listing Rules and seek approval of its Shareholders in general meeting to refresh the Scheme Mandate Limit provided that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme of the Group under the Scheme Mandate Limit as refreshed must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit. For the purpose of calculating the Scheme Mandate Limit as refreshed pursuant to this paragraph, options (including those outstanding, cancelled or lapsed in accordance with the New Share Option Scheme and any other share option scheme of the Group or exercised options) previously granted under the New Share Option Scheme and any other share option scheme of the Group shall not be counted.
- (iv) Subject to sub-paragraph (i) and without prejudice to sub-paragraph (iii), the Company may issue a circular to its Shareholders in compliance with Note (1) to Rule 17.03(3) and Rule 17.06 of the Listing Rules and/or such other requirements as prescribed in the Listing Rules and seek separate Shareholders' approval in general meeting to grant options beyond the Scheme Mandate Limit or, if applicable, the refreshed Scheme Mandate Limit as referred to sub-paragraph (iii) above, to Eligible Participants specifically identified by the Company before such approval is sought.

**(d) Maximum entitlement of each Eligible Participant and connected persons**

- (i) Subject to sub-paragraph (iv), the total number of Shares issued and which may fall to be issued on all options granted under the New Share Option Scheme and any other share option scheme of the Group (including both exercised and outstanding options) to each Eligible Participant in any 12-month period shall not exceed the Individual Limit.
- (ii) Any further grant of Options which would result in the number of Shares issued and to be issued upon exercise of all options granted and to be granted to such Eligible Participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the Offer Date for such further grant in excess of the Individual Limit, shall be subject to the issue of a circular to the Shareholders in compliance with the Note to Rule 17.03(4) and Rule 17.06 of the Listing Rules and/or such other requirements as prescribed in the Listing Rules and the Shareholders' separate approval in general meeting of the Company with such Eligible Participant and his associates (as defined under the Listing Rules) abstaining from voting. The number and terms (including the Subscription Price) of Options to be further granted to such Eligible Participant must be fixed before the Shareholders' approval, and the date of Directors' meeting for proposing such further grant should be taken as the Offer Date for the purpose of calculating the Subscription Price.
- (iii) Any grant of Options under the New Share Option Scheme to a Director, chief executive or substantial Shareholder (as defined in the Listing Rules) of the Company (but not a proposed Director or chief executive) or any of their respective associates (as defined in the Listing Rules) must be approved by the independent non-executive Directors (excluding independent non-executive Director who is the Grantee).
- (iv) Where Options are proposed to be granted to a substantial Shareholder (as defined in the Listing Rules) or an independent non-executive Director (but not a proposed independent non-executive Director) or any of their respective associates (as defined in the Listing Rules) and the proposed grant of Options, when aggregated with the Options already granted to that person in the past 12-month period up to and including the Offer Date for such proposed grant (including Options exercised, cancelled and outstanding), would entitle him to receive more than 0.1% of the total issued Shares for the time being and the aggregate value of which is in excess of HK\$5,000,000 (based on the closing price of the Shares at the Offer Date of each grant), then the proposed grant must be subject to the approval of Shareholders of the Company in general meeting in which all connected persons of the Company (as defined in the Listing Rules) must abstain from voting in favour thereof in such general meeting. A circular would be prepared by the Company and sent to its

Shareholders in accordance with Rule 17.04 of the Listing Rules and/or such other requirements as prescribed in the Listing Rules explaining the proposed grant.

**(e) Time of exercise of Option**

An Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during the Option Period.

**(f) Minimum period of holding an Option and performance targets**

The Directors may, at their absolute discretion, fix any minimum period for which an Option must be held, any performance targets that must be achieved and any other conditions that must be fulfilled before the relevant Option can be exercised upon the grant to an Eligible Participant.

**(g) Payment on acceptance of Option**

To accept an Option from the Company, the Eligible Participant shall make a payment of HK\$1.00 to the Company as consideration for the grant within 28 days from the Offer Date. Such payment shall in no event be refundable.

**(h) Subscription Price**

The Subscription Price in respect of any Option shall, subject to any adjustments made pursuant to the reorganisation of capital structure, be at the absolute discretion of the Directors, provided that it shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations sheets for the 5 Business Days immediately preceding the Offer Date and (iii) the nominal value of the Shares.

**(i) Ranking of Shares**

The Shares to be allotted upon the exercise of an Option shall be subject to all the provisions of the Articles of Association for the time being in force and shall rank *pari passu* in all respects with the then existing fully paid Shares in issue on the Exercise Date, and accordingly shall entitle the holder(s) thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A Share allotted upon the exercise of an Option shall not carry voting rights until the name of the Grantee has been duly entered into the register of members of the Company as the holder thereof.

**(j) Rights on ceasing employment**

- (i) Subject to paragraphs (k), (l) and (m), if the Grantee of an Option, who was an employee of the Group or any Invested Entity at the time of the grant of the Option, ceases to be an employee thereof by reason of death, ill-health or retirement in accordance with his contract of employment before exercising the Option in full, the Grantee or, as appropriate, his Personal Representative(s) may exercise the Option (to the extent not already exercised) in whole or in part within a period of 12 months following the date of cessation of employment which date shall be the last day on which the Grantee was at work with the Company or its relevant Subsidiary or Invested Entity whether salary is paid in lieu of notice or not, or such longer period as the Directors may determine.
- (ii) Subject to paragraphs (k), (l) and (m), if the Grantee of an Option, who was an employee of the Group or any Invested Entity at the time of the grant of the Option, ceases to be an employee thereof before exercise of the Option in full by reason other than his death, ill-health or retirement in accordance with his contract of employment or the termination of his employment is on the grounds that he has been guilty of persistent or serious misconduct or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the Grantee or the Group or the relevant Invested Entity into disrepute) or any other grounds on which an employer would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the Grantee's service contract with the Company or its relevant Subsidiary or Invested Entity, the Option (to the extent not already exercised) shall lapse on the date of cessation or termination of his employment and not be exercisable unless the Directors otherwise determine, in which event the Grantee may exercise the Option (to the extent not already exercised) in whole or in part within such period as the Directors may determine following the date of such cessation or termination. The date of cessation or termination as aforesaid shall be the last day on which the Grantee was actually at work with the Company or its relevant Subsidiary or Invested Entity whether salary is paid in lieu of notice or not.

**(k) Rights on a general offer**

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner, is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the Grantees (or their Personal Representative(s)) on the same terms, *mutatis mutandis*, and assuming that they will become, by the exercise in full of the Options granted to them, Shareholders. If such offer, having been approved in accordance with applicable laws and

regulatory requirements, becomes or is declared unconditional or such scheme or arrangement is formally proposed to the Shareholders, each of the Grantees (or his Personal Representative(s)) shall, notwithstanding any other terms on which his Option was granted, be entitled to exercise the Option (to the extent not already exercised) to its full extent or to the extent specified in the Grantee's exercise notice to the Company at any time thereafter and up to the closure of such offer (or any revised offer) or the record date for entitlements under the scheme of arrangement as aforesaid, as the case may be.

**(l) Rights on winding-up**

In the event of an effective resolution being proposed for the voluntary winding-up of the Company during the Option Period, the Grantee (or his Personal Representative(s)) may, subject to the provisions of all applicable laws and regulatory requirements, by notice in writing to the Company elect to exercise his Option (to the extent not already exercised) either to its full extent or to the extent specified in the exercise notice within 2 Business Days prior to the proposed general meeting of the Company considering such winding-up, such notice to be accompanied by the Subscription Price for the Shares in respect of which the notice is given, whereupon the Grantee shall be entitled, in respect of the Shares falling to be allotted and issued upon the exercise of his Option, to receive out of the assets available in the liquidation *pari passu* with the other holders of the Shares such sum as would have been received in respect of the Shares being the subject of such election.

**(m) Rights on a compromise or arrangement**

If a compromise or arrangement between the Company and its members or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to all Grantees on the same date as it despatches to each member or creditor of the Company a notice summoning the meeting to consider such a compromise or arrangement, and thereupon each Grantee (or his Personal Representative(s)) shall be entitled to exercise all or any of his Option(s) in whole or in part (to the extent not already exercised) at any time prior to 12 noon on the day immediately preceding the date of the meeting directed to be convened by the Court for the purposes of considering such compromise or arrangement. With effect from the date of such meeting, the rights of all Grantees to exercise their respective Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Options shall, to the extent that they have not been exercised, lapse. The Directors shall endeavour to procure that the Shares issued as a result of the exercise of Options under this paragraph shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the Court (whether upon the terms presented to the Court or upon any other terms as may be approved by such Court), the rights of the Grantees to exercise their respective Options shall with effect from the date of the making of the order by the Court be restored in full and shall thereupon become



exercisable (but subject to the other terms of the New Share Option Scheme) as if such compromise or arrangement had not been proposed by the Company, and no claim shall lie against the Company or any of its officers for any loss or damage sustained by any Grantee as a result of the aforesaid suspension.

**(n) Life of the New Share Option Scheme**

The New Share Option Scheme shall be valid and effective until the tenth anniversary of the date on which it becomes unconditional upon adoption by the Shareholders by way of resolution and the Stock Exchange granting approval of the listing of and permission to deal in any Shares falling to be issued upon exercise of the Options to be granted thereunder, after which period no further Options may be issued but the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to any Options granted or exercised prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme.

**(o) Automatic lapse of Options**

The Option Period in respect of any Option shall automatically terminate and that Option (to the extent not already exercised) shall lapse on the earliest of:

- (i) the expiry of the Option Period;
- (ii) the expiry of any of the applicable exercise periods referred to in paragraphs (j), (k), (l) and (m) above, subject to any restoration as permitted thereunder;
- (iii) subject to paragraphs (l) above, the date of the commencement of the winding-up of the Company; and
- (iv) the date on which the Directors shall exercise the Company's right to cancel the Option by reason of breach of paragraph (s) below by the Grantee in respect of that or any other Option.

**(p) Effect of alterations to capital**

In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable or the New Share Option Scheme remains in effect, and such event arises from a capitalisation of profits or reserves, rights issue, consolidation, subdivision or reduction of the share capital of the Company or otherwise howsoever, then, in any such case the Company shall instruct the Auditors or independent financial adviser to the Company to certify in writing the adjustment, if any, that ought in their opinion fairly and reasonably to be made either generally or as regards any particular Grantee, to (1) the number or nominal amount of Shares to which the New Share Option Scheme or any granted Option(s) relates (insofar as it is/they are unexercised); and/or; (2) the Subscription Price of any granted but unexercised Option; and/or (3) the method of exercise of the granted but unexercised Option; and/or (4) the maximum number of Shares referred to in paragraph (c) above, and an adjustment as so certified by the Auditors or

the independent financial adviser to the Company shall be made, provided that (i) any such adjustment shall be made on the basis that the aggregate Subscription Price payable by a Grantee on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event; (ii) no such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; (iii) no such adjustment shall be made the effect of which would be to increase the proportion of the issued share capital of the Company for which any Grantee would have been entitled to subscribe had he exercised all the Options held by him immediately prior to such adjustment; and (iv) the issue of securities of/in the Company as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment. In respect of any such adjustment, other than any made on a capitalisation issue, the Auditors or independent financial adviser to the Company must confirm to the Directors in writing that the adjustment satisfies the requirements of the relevant provisions of the Listing Rules.

**(q) Cancellation of Options**

The Directors may effect the cancellation of any Options granted but not exercised on such terms as may be agreed with the relevant Grantee, as the Directors may in their absolute discretion see fit and in a manner that complies with all applicable legal requirements and other regulatory requirements for cancellation. Where the Company cancels any Options granted and offers to grant or grants new Options to the same Grantee, the offer or grant of such new Options may only be made under the New Share Option Scheme if there is available unissued Options (excluding the cancelled Options) within the applicable maximum limit of Shares available for allotment and issuance.

**(r) Termination of the New Share Option Scheme**

The Company may by resolution in general meeting at any time terminate the operation of the New Share Option Scheme and in such event no further Options may be offered but in all other respects the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any outstanding Options granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme, and outstanding Options granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

**(s) Rights are personal to Grantee**

An Option shall be personal to the Grantee and shall not be assignable or transferrable. No Grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreement to do so. Any breach of the foregoing by a Grantee shall entitle the Company to cancel any Option granted to such Grantee to the extent not already exercised.

**(t) Alteration to the Share Option Scheme**

- (i) Subject to sub-paragraph (ii) below, the New Share Option Scheme may be altered in any respect by a resolution of the Directors without the approval of Shareholders in general meeting except that certain key provisions therein shall not be altered to the advantage of Grantees or prospective Grantees except with the prior sanction of a resolution of the Company in general meeting, provided that no such alteration shall adversely affect the terms of issue of any Option granted but not exercised or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the Grantees as would be required of the holders of the Shares under the Articles of Association for the time being of the Company for a variation of the rights attached to the Shares.
- (ii) Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by the Shareholders in general meeting except where the alterations take effect automatically under the existing terms of the New Share Option Scheme.
- (iii) The amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules.
- (iv) Any change to the authority of the Directors in relation to any alteration to the terms of the New Share Option Scheme shall be approved by the Shareholders in a general meeting.

**(u) Restriction on grant of Option**

The Directors shall not make an Offer to any Eligible Participant after inside information has come to the Company's knowledge until the Company has announced the information. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of the meeting of the Directors for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the last date on which the Company must publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the relevant results announcement, no Option may be granted. For the avoidance of doubt, no Option may be granted during any period of delay in publishing any such results announcement.



**AMS PUBLIC TRANSPORT HOLDINGS LIMITED**

**進智公共交通控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 77)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) of AMS Public Transport Holdings Limited (“Company”) will be held at Room 1301–1305, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on 30 August 2013, Friday at 11:00 a.m. for the purpose of transacting the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements and the reports of the directors (“Directors”) and auditors of the Company and its subsidiaries for the year ended 31 March 2013.
2. To declare a special dividend for the year ended 31 March 2013.<sup>Note 5</sup>
3. (a) To re-elect the retiring Directors.  
(b) To authorise the board of Directors to fix their remuneration.
4. To re-appoint the retiring auditors and authorise the board of Directors to fix their remuneration.
5. To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:  
(A) **“THAT:**

(1) a general mandate be and is hereby unconditionally given to the board of Directors of the Company during the Relevant Period (as defined below) to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power (“Issue Mandate”), subject to the following conditions:

- (a) the Issue Mandate shall not extend beyond the Relevant Period save that the board of Directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers at any time during or after the end of the Relevant Period; and

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(b) the aggregate nominal amount of shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the board of Directors of the Company pursuant to the Issue Mandate, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue of options to subscribe for or rights to acquire shares in the Company to employees of the Company and/or any of its subsidiaries; or (iv) any scrip dividend or other similar scheme implemented in accordance with the Memorandum and Articles of Association of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution; and

(2) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the board of Directors of the Company to holders of shares on its register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the board of Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

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(B) **“THAT:**

(1) a general mandate be and is hereby unconditionally given to the board of Directors of the Company during the Relevant Period (as defined below) to exercise all powers of the Company to repurchase shares in the capital of the Company (“Repurchase Mandate”), subject to the following conditions:

- (a) the exercise of all powers pursuant to the Repurchase Mandate shall be subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other applicable stock exchange; and
- (b) the aggregate nominal amount of shares in the share capital of the Company which may be purchased pursuant to the Repurchase Mandate shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.

(2) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) **“THAT** the Issue Mandate granted to the board of Directors of the Company pursuant to resolution 5(A) above be and is hereby extended to the aggregate nominal amount of shares in the capital of the Company repurchased pursuant to the exercise of the Repurchase Mandate in resolution 5(B) above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.”

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6. To consider and, if thought fit, to pass the following resolution with or without amendments as ordinary resolution:

**“THAT:**

- (1) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) granting the approval for the listing of, and permission to deal in, the shares in the Company to be issued pursuant to the exercise of the options to be granted under the new share option scheme of the Company (“New Share Option Scheme”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the New Share Option Scheme be and is hereby approved and adopted, and the board of Directors of the Company be and is hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but not limited to the following:
- (a) to administer the New Share Option Scheme under which options will be granted to the persons eligible under the New Share Option Scheme to subscribe for shares in the Company;
  - (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”);
  - (c) to allot and issue from time to time such number of shares in the share capital of the Company as may be required to be allotted and issued pursuant to the exercise of the options granted under the New Share Option Scheme and subject to the Listing Rules;
  - (d) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares in the Company may for the time being be listed, for listing of, and permission to deal in, any shares in the Company that may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme; and
  - (e) to consent, if the board of Directors of the Company so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme; and

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- (2) the existing share option scheme adopted by the Company by way of written shareholders' resolution on 22 March 2004 ("Existing Share Option Scheme") be and is hereby terminated upon the New Share Option Scheme becoming unconditional such that thereafter no further options shall be granted under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any outstanding options granted thereunder prior to such termination or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme, and the outstanding options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme."

By order of the Board  
**AMS Public Transport Holdings Limited**  
**Wong Man Kit**  
*Chairman*

Hong Kong, 18 July 2013

*Notes:*

- (1) A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (if the member holds two or more shares) to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude a member from attending and voting at the AGM if the member so desires.
- (3) In order to attend and vote at the AGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on 29 August 2013, Thursday.
- (4) For determining the entitlement to the proposed special dividends, the register of members of the Company will be closed from 5 September 2013, Thursday to 10 September 2013, Tuesday (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed special dividends to be approved at the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged with Union Registrars Limited for registration not later than 4:00 p.m. on 4 September 2013, Wednesday.
- (5) If approved, cheques for the special dividends will be payable on 11 September 2013, Wednesday. No final dividend for the year ended 31 March 2013 was recommended by the board of Directors.
- (6) As at the date of this notice, the Executive Directors of the Company are Mr. Wong Man Kit, Ms. Ng Sui Chun, Mr. Wong Ling Sun, Vincent, Mr. Chan Man Chun & Ms. Wong Wai Sum, May, and the Independent Non-Executive Directors are Dr. Lee Peng Fei, Allen, Dr. Chan Yuen Tak Fai, Dorothy and Mr. Kwong Ki Chi.