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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)

## **CLARIFICATION ANNOUNCEMENT ON MAJOR TRANSACTION ACQUISITION OF 100% INTEREST IN CENTRAL MAXICAB LIMITED AND DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement of AMS Public Transport Holdings Limited (進智公共交通控股有限公司) (“**Company**”) dated 7<sup>th</sup> September 2011 (“**Announcement**”) in respect of the Acquisition. Unless specified otherwise, capitalized terms used herein shall bear the same meanings as those defined in the Announcement.

As stated in the Announcement, a circular is expected to be dispatched to the Shareholders on or before 27<sup>th</sup> October 2011, which is more than 15 business days after the publication of the Announcement. The expected delay in the despatch of the circular is due to the fact that the accountant’s report required under the Listing Rules necessitates the conduct of audit work to cover a span of three financial years and a further four months’ period from 1<sup>st</sup> April 2011 to 31<sup>st</sup> July 2011. Considering the large amount of audit work required, the accountants will inevitably need more time to accomplish the task. In view of the anticipatory delay in the despatch of the circular, the Company will apply to the Stock Exchange for a waiver pursuant to rule 14.41(a) of the Listing Rules in respect of exemption from the requirement of dispatching the circular within 15 business days after publication of the Announcement.

In relation to the requirement for shareholders’ approval, the Company can be exempt from holding a shareholders’ meeting provided the requirements prescribed under rule 14.44 of the Listing Rules are met; no waiver needs to be obtained from the Stock Exchange by the Company for such exemption.

Since the controlling shareholder of the Company, Skyblue Group Limited (holding in aggregate 146,070,000 ordinary shares of HK\$0.10 each in the issued share capital of the Company, representing 63.61% of the entire issued share capital thereof) had given its consent by way of a shareholder’s written resolution on 7<sup>th</sup> September 2011, the Company is thereby dispensed with the need to convene a shareholders’ meeting so long as the further requirement of rule 14.86 of the Listing Rules is satisfied, namely, the ultimate accountants’ report in respect of the Acquisition

being an unqualified opinion. In the event where the eventual accountants' report contains a qualified opinion, the Company will then have to resort to convening a shareholders' meeting to seek the Shareholders' approval regarding the Acquisition.

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

Hong Kong, 12<sup>th</sup> September 2011

*As at the date of this announcement, the executive Directors are Mr. Wong Man Kit (Chairman), Ms. Ng Sui Chun, Mr. Wong Ling Sun, Vincent and Mr. Chan Man Chun, and the independent non-executive Directors are Dr. Lee Peng Fei, Allen, Dr. Chan Yuen Tak Fai, Dorothy and Mr. Kwong Ki Chi.*