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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)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of AMS Public Transport Holdings Limited (the “Company”) will be held at Room 1301–1305, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on 26 March 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

### **ORDINARY RESOLUTIONS**

#### **“THAT**

- (a) the agreement (the “**New Minibus Leasing Agreement**”) dated 16 February 2012 and conditionally entered into between Maxson Transportation Limited, Glory Success Transportation Limited and Hong Kong & China Transportation Consultants Limited as owners and Gurnard Holdings Limited (a wholly-owned subsidiary of the Company) as lessee in relation to, among other things, the leasing of public light buses for a term of 2.5 years from 1 April 2012 to 30 September 2014, a copy of which has been produced to the meeting marked “A” and has been initialed by the Chairman of the meeting for identification purpose, and the transactions contemplated thereunder be and are hereby approved and that any one director of the Company (the “**Director**”) be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such other documents which in his/her opinion may be necessary, desirable or expedient (which include without limitation, if necessary, affixing the Company’s seal to the relevant documents) to carry into effect or to give effect to the New Minibus Leasing Agreement and all transactions contemplated thereunder, including such changes and amendments thereto as such Director may consider necessary, desirable or expedient; and

- (b) the New Annual Cap (such term shall have the meaning as defined in the circular to the shareholders of the Company dated 9 March 2012) be and is hereby approved and that any one Director be and is hereby authorised to do or execute for and on behalf of the Company all such acts and things and such documents which in his/her opinion may be necessary, desirable or expedient (which include without limitation, if necessary, affixing the Company's seal to the relevant documents) in connection therewith.”

By order of the board of  
**AMS Public Transport Holdings Limited**  
**Wong Man Kit**  
*Chairman and executive Director*

Hong Kong Special Administrative Region  
9 March 2012

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

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

*Notes:*

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A member who is the holder of two or more shares in the Company may appoint more than one proxy to represent him and vote in his stead. A proxy need not be a member of the Company.
2. In order 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 with Union Registrars Limited, the Company's share registrar in Hong Kong, 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 meeting or the adjourned meeting thereof at which the person named in the instrument proposes to vote. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires.
3. As at the date hereof, the board of Directors comprises five executive Directors, namely Mr. Wong Man Kit, Ms. Ng Sui Chun, Mr. Wong Ling Sun, Vincent, Mr. Chan Man Chun and Ms. Wong Wai Sum, May, and three independent non-executive Directors, namely Dr. Lee Peng Fei, Allen, Dr. Chan Yuen Tak Fai, Dorothy and Mr. Kwong Ki Chi.