



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)

Form of Proxy for the Extraordinary General Meeting (“Meeting”) — 26 March 2012

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of
AMS Public Transport Holdings Limited (“Company”), **HEREBY APPOINT** ^(Note 3) **THE CHAIRMAN OF THE MEETING**
or _____
of _____
as my/our proxy/proxies to vote and act for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) to 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 purposes of
considering and, if thought fit, passing the resolutions set out in the Notice convening the Meeting and at such Meeting (or at any
adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
(a)	To approve the 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 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 and the transactions contemplated thereunder, and to authorise any one director of the Company 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 aforesaid minibus leasing agreement and all transactions contemplated thereunder, including such changes and amendments thereto as such director may consider necessary, desirable or expedient.		
(b)	To approve the New Annual Cap (such term shall have the meaning as defined in the circular to the shareholders of the Company dated 8 March 2012), and to authorise any one director of the Company 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.		

Signature ^(Note 5) _____

Date _____ 2012

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting or any adjournment thereof other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- In order 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 notarially certified copy thereof, must be lodged at 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 adjournment thereof.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting or the adjournment thereof in person to represent you. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting or the adjournment thereof if you so wish.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), all votes of shareholders at a general meeting must be taken by poll, and the results of the poll must be announced in the manner prescribed under Rule 13.39(5) of the Listing Rules.