

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this 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)

DISCLOSEABLE TRANSACTION ACQUISITION OF PUBLIC LIGHT BUS LICENCES AND PUBLIC LIGHT BUSES

The Board is pleased to announce that on 8 May 2012, the Purchaser (a wholly owned subsidiary of the Company) and the Vendor entered into the Latest Contracts, pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell 2 PLB licences together with the 2 corresponding PLBs at a consideration of HK\$13,540,000.

As the Group has entered into the Contracts with the Vendor to acquire 5 PLB licences and 5 PLBs within the past 12 months from 9 May 2011 to 8 May 2012, all the transactions under the Contracts shall be aggregated and be treated as a single transaction pursuant to Rule 14.22 of the Listing Rules. Since the aggregate contractual sum payable by the Group under the Contracts was HK\$34,100,000 in the past 12 months, the transaction contemplated under the Contracts has constituted a discloseable transaction as the relevant percentage ratio exceeds 5% but below 25% and is subject to the reporting and announcement requirements under rule 14.33 of the Listing Rules.

ACQUISITION OF PLB LICENCES AND PLBS

The Group has entered into the Contracts, including the Latest Contracts, with the Vendor in the past 12 months from 9 May 2011 to 8 May 2012 to acquire in total 5 PLB licences and 5 PLB bodies for operational use. After concluding the Latest Contracts with the Vendor on 8 May 2012, the contractual sum under the Contracts payable to the Vendor by the Purchaser was HK\$34,100,000.

THE CONTRACTS

Dates of the Contracts

29 March 2012, 16 April 2012, 26 April 2012 and 8 May 2012

Parties

- (1) The Vendor; and
- (2) The Purchaser

Subject Asset of the acquisition

5 PLB licences and the 5 corresponding PLBs.

Consideration and payment terms

The aggregate contractual sum payable by the Group under the Contracts was HK\$34,100,000 which was determined after arm's length negotiations between the parties having regard to the market value of each of the 5 PLB licences and the 5 corresponding PLBs. The Group has fully paid the Vendor the total considerations of HK\$20,560,000 under the contracts dated 29 March 2012, 16 April 2012 and 26 April 2012.

As for the considerations under the Latest Contracts, the Purchaser has paid to the Vendor a deposit in the sum of HK\$400,000 upon the signing of the Latest Contracts. The balance of the consideration, being a sum of HK\$13,140,000, shall become payable to the Vendor on the date of registration of ownership transfer of the 2 PLB licences and the 2 corresponding PLBs.

All considerations under the Contracts were/shall be satisfied by the Group's internal cash.

INFORMATION OF THE VENDOR

The Vendor is principally engaged in the motor vehicle trading, leasing and agency business in Hong Kong. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company.

REASONS FOR AND BENEFITS OF THE ACQUISITION OF PLB LICENCES AND PLBS

The Group is principally engaged in the provision of green minibus transportation service in Hong Kong. Currently, the Group runs 59 routes with a total of 374 PLBs in Hong Kong. Out of the 374 PLBs, 49 PLBs are owned by the Group and the remaining 325 PLBs are leased from connected parties and independent third parties. After the Group has disposed its cross-boundary public bus business in July 2011 (the "Disposal") at a consideration of HK\$300,000,000, the Group has sufficient cash on hand and the Board considers that it is in the benefit of the Group to utilize part of the sales proceeds of the Disposal to acquire certain PLB licences and PLBs for operational use. The Group plans to replace those leased PLBs with these newly acquired PLBs in order to save the PLB rental expenses. Given all of the 5 PLB licences and the 5 corresponding PLBs acquired under the Contracts replaced 5 existing leased PLBs, the PLB rental expenses saved would be approximately HK\$1,551,000 per year.

In view of the potential benefit the acquisition of PLB licences and PLBs will yield to the Group, the Board (including the independent non-executive Directors) considers that the terms thereof are on normal commercial terms, which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

None of the Directors has a material interest in the Contracts or is required to abstain from voting on the Board resolution for considering and approving the same.

IMPLICATIONS UNDER THE LISTING RULES

As the Group has entered into the Contracts with the Vendor within the past 12 months from 9 May 2011 to 8 May 2012, all the acquisitions of the 5 PLB licences and the 5 PLBs under the Contracts shall be aggregated and be treated as a single transaction pursuant to Rule 14.22 of the Listing Rules. Since the aggregate contractual sum payable by the Group under the Contracts was HK\$34,100,000, the transaction contemplated under the Contracts has constituted a discloseable transaction as the relevant percentage ratio exceeds 5% but below 25% and is subject to the reporting and announcement requirements under rule 14.33 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Board”	the board of Directors;
“Company”	AMS Public Transport Holdings Limited (進智公共交通控股有限公司), a company incorporated in the Cayman Islands with limited liability, which issued shares are listed on the Stock Exchange;
“Contracts”	the five binding purchasing contracts with the Vendor for the acquisition of 5 PLB licenses and 5 PLBs in the past 12 months, including the Latest Contracts concluded with the Vendor on 8 May 2012;
“Director(s)”	director(s) of the Company;
“Group”	the Company together with its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

“Latest Contracts”	the two purchasing contracts dated 8 May 2012 entered between the Vendor and the Purchaser in relation to the sale and purchase of the 2 PLB licences and the 2 corresponding PLBs;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PLB(s)”	Public light bus(es) is/are minibuses that licensed to carry a maximum of 16 passengers in Hong Kong;
“PLB Licences”	the public light bus licences;
“Purchaser”	Hong Kong Maxicab Limited (香港專線小巴有限公司), a limited liability company incorporated in Hong Kong with company number 130942 which is wholly owned by the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Vendor”	Ka Wai Motors Limited, a limited liability company incorporated in Hong Kong; and
“%”	per cent.

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

Hong Kong, 8 May 2012

As at the date of this announcement, the executive Directors are Mr. Wong Man Kit, Ms. Ng Sui Chun, Mr. Wong Ling Sun, Vincent, Mr. Chan Man Chun and 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.