



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 ANNUAL GENERAL MEETING (“MEETING”) — 28 August 2014

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 28 August 2014, Thursday at 11:00 a.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)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (“Directors”) and auditors of the Company and its subsidiaries for year ended 31 March 2014.		
2.	To declare a special dividend for the year ended 31 March 2014.		
3.	(A) To re-elect Mr. Wong Man Kit as Executive Director.		
	(B) To re-elect Ms. Ng Sui Chun as Executive Director.		
	(C) To re-elect Ms. Wong Wai Sum, May as Executive Director.		
	(D) To re-elect Mr. Kwong Ki Chi as Independent Non-Executive Director.		
	(E) To authorise the board of Directors to fix their remuneration for the ensuing year.		
4.	To appoint Grant Thornton Hong Kong Limited as auditors of the Company for the ensuing year and authorise the board of Directors to fix their remuneration.		
5.	(A) To approve the general mandate to the Directors to allot and issue additional shares in the Company (“Issue Mandate”).		
	(B) To approve the general mandate to the Directors to repurchase shares in the Company (“Repurchase Mandate”).		
	(C) To extend the Issue Mandate to the aggregate number of shares repurchased under the Repurchase Mandate.		
6.	(a) To approve the new minibus leasing agreement dated 23 June 2014 and conditionally entered into between Maxson Transportation Limited, Glory Success Transportation Limited, Hong Kong & China Transportation Consultants Limited, Big Three Limited and Hong Kong Metropolitan Bus 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 3 years from 1 October 2014 to 30 September 2017 (both days inclusive) 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 14 July 2014), 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 _____ 2014

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 other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
- 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 the Company’s Hong Kong share registrar and transfer office, Union Registrars Limited, 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 adjourned Meeting.
- 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 in person to represent you. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”), all votes 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, and the results of the poll must be announced in the manner prescribed under Rule 13.39(5) of the Listing Rules.