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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in AMS Public Transport Holdings Limited (the “Company”), you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

### **CHANGE IN AUDITORS PROPOSED APPOINTMENT OF AUDITORS**

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A notice convening an extraordinary general meeting (“EGM”) of the Company to be held at Room 1301-5, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on 16 February 2011 at 11:00 a.m. is set out on page 4 of this circular.

A form of proxy for the EGM is also enclosed. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong share registrar and transfer office, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting should you so wish.

20 January 2011

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wong Man Kit (*Chairman*)  
Ms. Ng Sui Chun  
Mr. Wong Ling Sun, Vincent  
Mr. Chan Man Chun (*Chief Executive Officer*)

*Registered Office:*

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

*Independent Non-Executive Directors:*

Dr. Lee Peng Fei, Allen  
Dr. Chan Yuen Tak Fai, Dorothy  
Mr. Lam Wai Keung

*Principal office in Hong Kong:*

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

20 January 2011

*To the Shareholders*

Dear Sir or Madam,

### CHANGE IN AUDITORS PROPOSED APPOINTMENT OF AUDITORS

#### INTRODUCTION

On 17 January 2011, the Board of Directors (the “Board”) of AMS Public Transport Holdings Limited (the “Company”) announced the proposal for the change in auditors.

The purpose of this circular is (i) to provide the shareholders of the Company (the “Shareholders”) with further information on the proposal for the appointment of auditors; and (ii) to give you a notice of an extraordinary general meeting (“EGM”) to be convened for the purpose of considering and, if thought fit, approving the ordinary resolution for the appointment of auditors.

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## LETTER FROM THE BOARD

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### PROPOSED APPOINTMENT OF AUDITORS

On 30 December 2010, the Board received a letter of resignation from JBPB & Co. (“JBPB”) (formerly known as Grant Thornton in Hong Kong) tendering their resignation as auditors of the Company with immediate effect. The Board proposed to appoint Grant Thornton Jingdu Tianhua (“GTJT”) as the new auditors of the Company to fill the vacancy left by the resignation of JBPB.

As announced by Grant Thornton International (“GTI”) on 2 November 2010, GTJT is a new member firm in Hong Kong. JBPB would merge its practice with that of BDO Limited and ceased to be a member firm of GTI with effect from 23 November 2010. On 30 December 2010, the Board received a resignation letter from JBPB resigning as the auditors of the Company with immediate effect.

Having considered the above circumstances and the fact that the Board would like to continue to use the professional services provided by a member firm of GTI in Hong Kong, the Board has proposed to appoint GTJT as the new auditors of the Company to fill the vacancy left by the resignation of JBPB. In accordance with the Articles of Association of the Company, such appointment of new auditors of the Company will require the approval of the Shareholders at the EGM. Accordingly, the EGM will be held to consider and, if thought fit, pass the ordinary resolution set out below.

JBPB had indicated in the resignation letter that there were no circumstances connected with their resignation which they considered ought to be brought to the attention of the Shareholders or creditors of the Company. Also, the Board was not aware of any matter that should be brought to the attention of the Shareholders or creditors of the Company regarding the resignation of JBPB.

### EXTRAORDINARY GENERAL MEETING

Pursuant to Article 155 of the Articles of Association, the EGM will have to be convened to fill the said vacancy. A notice convening the EGM is set out on page 4 of this circular. An ordinary resolution will be proposed at the EGM to approve the appointment of GTJT as the auditors of the Company. A form of proxy for use at the EGM is enclosed.

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## LETTER FROM THE BOARD

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Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar of the Company in Hong Kong, Union Registrars Limited, 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 the holding of the EGM. Completion of the form of proxy and its return to the Company will not preclude you from attending and voting at, the EGM or any adjournment thereof should you so desire.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the EGM will exercise his right under Article 66 of the Articles of Association to demand a poll on each of the resolutions to be proposed at the EGM.

### **RECOMMENDATION**

The Board considers the appointment of GTJT as the auditors of the Company to be in the interests of the Company and the Shareholders, and accordingly recommends you to vote in favour of the ordinary resolution to be proposed at the EGM or any adjournment thereof.

Yours faithfully,  
For and on behalf of the Board  
**AMS Public Transport Holdings Limited**  
**Wong Man Kit**  
*Chairman*

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## NOTICE OF EGM

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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 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, Aberdeen, Hong Kong on Wednesday, 16 February 2011 at 11:00 a.m. (the “Meeting”) for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution:

“**THAT** Messrs. Grant Thornton Jingdu Tianhua, Certified Public Accountants, be and are hereby appointed as the auditors of the Company to fill the casual vacancy following the resignation of Messrs. JBPB & Co. (formerly known as Grant Thornton in Hong Kong), Certified Public Accountants, and to hold office with immediate effect until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By order of the Board

**Wong Man Kit**

*Chairman*

Hong Kong, 20 January 2011

*Notes:*

- (1) A member entitled to attend and vote at the Meeting (if a member who is the holder of two or more shares) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) 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 at the Company’s Hong Kong share registrar and transfer office, Union Registrars Limited, 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 any adjourned meeting. Completion and delivery of the form of proxy will not preclude a member from attending and voting at the Meeting if the member so desires.
- (3) As at the date of this notice, the Executive Directors of the Company are Mr. Wong Man Kit, 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. Lam Wai Keung.