



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 to be held on 28 July 2011 (or any adjournment thereof)

I/We¹, _____

of _____

being the registered holder(s) of² _____ shares of HK\$0.10 each in the capital of AMS Public Transport Holdings Limited (“Company”), HEREBY APPOINT³ the **CHAIRMAN OF THE MEETING** or _____ of _____ as my/our proxy to attend and vote for me/us at the extraordinary general meeting of the Company to be held at Rooms 1301-1305, Abba Commercial Building, 223 Aberdeen Main Road, Aberdeen, Hong Kong on Thursday, 28 July 2011 at 11 a.m. (or at any adjournment thereof) (“EGM”) for the purposes of considering, and if thought fit, passing the resolution set out in the notice convening the EGM and at the EGM to vote for me/us and in my/our name(s) in respect of the resolution as indicated below:

ORDINARY RESOLUTION ¹⁰	FOR ⁴	AGAINST ⁴
To approve, confirm and ratify the sale and purchase agreement dated 27th April 2011 (“Agreement”) and the transactions contemplated thereunder (including without limitation the Disposal) (further details are set out in the notice of the EGM) and to authorize the board of directors of the Company to do all such acts as may be necessary to give effect to the Agreement and the transactions contemplated thereunder (including without limitation the Disposal).		

Dated _____ day of _____ 2011 Signature⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITAL LETTERS.
2. 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).
3. 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 INITIALLED BY THE PERSON WHO SIGNS IT.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to indicate which way you wish your vote 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 EGM other than those referred to in the notice convening the EGM.
5. 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 executed either under its common seal or under the hand of an officer or attorney duly authorized.
6. 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, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM.
7. 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.
8. The proxy need not be a member of the Company but must attend the EGM in person to represent you. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
9. Pursuant to rule 13.39(4) of the 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.
10. The description of the ordinary resolution is by way of summary only. The full text of the ordinary resolution appears in the notice convening the EGM.