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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, 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)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE IN AUDITORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at Room 1301-1305, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on 31 August 2012, Friday at 11:00 a.m. is set out on pages 13 to 16 of this circular.

A form of proxy for the AGM is also enclosed. Whether or not you are able to attend the AGM, 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 AGM 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 AGM or any adjourned meeting thereof should you so wish.

18 July 2012

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
Re-election of Directors	4
Change in auditors	4
General mandates to issue and repurchase Shares	4
AGM	5
Voting by poll	5
Recommendation	5
General information	5
Appendix I — Directors proposed to be re-elected	6
Appendix II — Explanatory statement for general mandate to repurchase Shares	10
Notice of AGM	13

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Room 1301–1305, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on 31 August 2012, Friday at 11:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 13 to 16 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Chairman”	the chairman of the Board
“Chief Executive Officer”	the chief executive officer of the Company
“Company”	AMS Public Transport Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 77)
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive Director(s) of the Company
“Group”	the Company and its subsidiaries as a whole
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Non-Executive Director(s)”	the independent non-executive Director(s) of the Company
“Latest Practicable Date”	10 July 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company

DEFINITIONS

“Shareholder(s)”	registered holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company by way of written Shareholders’ resolution on 22 March 2004
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



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*)
Ms. Wong Wai Sum, May

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. Kwong Ki Chi

*Principal Place of Business
in Hong Kong:*

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

18 July 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE IN AUDITORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the re-election of Directors; (ii) the change in auditors; and (iii) the granting to the Directors of general mandates for the issue and the repurchase of Shares up to 20% and 10% respectively of the nominal amount of the Company's issued share capital as at the date of the passing of resolutions approving the same, as the previous general mandates granted to the Directors on 7 September 2011 to issue and repurchase Shares will expire at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Articles 86(3) and 87(1) of the Articles of Association, Mr. Wong Man Kit, Ms. Ng Sui Chun and Ms. Wong Wai Sum, May, being the Executive Directors, and Dr. Lee Peng Fai, Allen, being an Independent Non-Executive Director, shall retire by rotation and, being eligible, offer themselves for re-election at the AGM. Brief biographical details of the retiring Directors are set out in Appendix I to this circular.

CHANGE IN AUDITORS

On 28 June 2012, the Board was informed by the retiring auditors, Grant Thornton (formerly known as “Grant Thornton Jingdu Tianhua”), that due to practice reorganization, a new practice named Grant Thornton Hong Kong Limited has been formed to take up the existing practice of Grant Thornton. Therefore, Grant Thornton shall retire at the AGM and shall not seek re-appointment.

Since the Board considers that it is in the interests of the Company and the Shareholders as a whole to continue to use the professional services provided by Grant Thornton, a resolution for appointing Grant Thornton Hong Kong Limited as the auditors of the Company upon the retirement of Grant Thornton will be proposed at the AGM.

Grant Thornton has confirmed that there are no matters in connection with its retirement that 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 proposed change in auditors.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 7 September 2011, ordinary resolutions were passed to grant general mandates authorising the Directors (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at that date (i.e. not exceeding 45,930,000 Shares) (“**Existing Issue Mandate**”); and (ii) to repurchase Shares not exceeding 10% of the issued share capital, or the relevant class of Shares, of the Company at that date (i.e. not exceeding 22,965,000 Shares) (“**Existing Repurchase Mandate**”).

The Existing Issue Mandate and the Existing Repurchase Mandate will expire upon the conclusion of the AGM. The Directors consider that the Existing Issue Mandate and the Existing Repurchase Mandate increase the flexibility in the Company’s affairs and are in the interests of the Shareholders, and that the same shall continue to be adopted by the Company. New general mandates to allot, issue and deal with Shares up to 20% (i.e. 53,225,000 Shares) (“**Issue Mandate**”) and to repurchase Shares up to 10% (i.e. 26,612,500 Shares) (“**Repurchase Mandate**”) of the issued share capital of the Company as at the date of passing of Resolutions 5(A) and 5(B) set out in the AGM Notice respectively will be proposed at the AGM. Resolution authorising the extension of the general mandate to the Directors to issue Shares to include the aggregate nominal amount of such Shares repurchased (if any) under the Repurchase Mandate is to be proposed as Resolution 5(C) at the AGM.

With reference to the proposed new Issue Mandate and Repurchase Mandate, the Directors wish to state that they have no immediate plans to issue any new or repurchase any existing Shares pursuant to the relevant mandates. Save as disclosed, the Company did not obtain any other general mandate or special mandate to issue Shares in the past 12 months.

LETTER FROM THE BOARD

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution 5(B) to be proposed at the AGM in relation to the Repurchase Mandate is set out in Appendix II to this circular.

AGM

The AGM Notice is set out on pages 13 to 16 of this circular. Ordinary resolutions in respect of (i) the re-election of Directors, (ii) the change in auditors of the Company and (iii) the grant of the Issue Mandate and the Repurchase Mandate to the Directors as referred to above will be proposed at the AGM.

A form of proxy for the AGM is also enclosed with this circular and published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.amspt.com). Whether or not you are able to attend the AGM, 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 AGM 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 AGM or any adjourned meeting thereof should you so desire.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote 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. Accordingly, the chairman of the AGM 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 AGM.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of the retiring Directors, the change in auditors and the grant of the Issue Mandate and the Repurchase Mandate to the Directors and adding the aggregate nominal amount of Shares repurchased (if any) under the Repurchase Mandate to the aggregate nominal amount of Shares that may be allotted pursuant to the Issue Mandate are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

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

The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

1. WONG MAN KIT, MH, FCILT

Mr. Wong Man Kit, aged 70, is one of the founders of the Group and the Chairman. Mr. Wong has over 37 years' experience in the operation of public transport business in Hong Kong and is responsible for formulating the overall business strategies and corporate development of the Group.

Mr. Wong holds directorships in most of the subsidiaries of the Company. Mr. Wong is the spouse of Ms. Ng Sui Chun, the father of Mr. Wong Ling Sun, Vincent and Ms. Wong Wai Sum, May and the brother of Mr. Wong Man Chiu. Ms. Ng Sui Chun, Mr. Wong Ling Sun, Vincent and Ms. Wong Wai Sum, May are Executive Directors, and Mr. Wong Man Chiu is the engineering manager of the Group. Mr. Wong does not hold any directorship in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Wong was directly interested in 953,000 Shares, representing 0.35% of the total issued share capital of the Company, and was deemed to be interested under Part XV of the SFO in 157,677,000 Shares, representing 59.24% of the total issued share capital of the Company, held by Skyblue Group Limited ("**Skyblue**"), and 10,525,300 Shares, representing 3.95% of the total issued share capital of the Company, held by Ms. Ng Sui Chun, as Mr. Wong is the settlor of The JetSun Trust and the spouse of Ms. Ng Sui Chun. Skyblue is a wholly owned subsidiary of Metro Success Investments Limited ("**Metro Success**"), which in turn is a wholly owned subsidiary of JETSUN UT Company (PTC) Limited ("**JETSUN**"). JETSUN is the trustee of The JetSun Unit Trust, of which 9,999 units are owned by HSBC International Trustee Limited ("**HSBCITL**") as the trustee of The JetSun Trust and the remaining 1 unit is owned by Mr. Wong Ling Sun, Vincent. The entire issued share capital of JETSUN is owned by HSBCITL. The JetSun Trust is a discretionary trust and its discretionary objects include Mr. Wong Ling Sun, Vincent, Ms. Ng Sui Chun and Ms. Wong Wai Sum, May. In addition, 2,275,000 share options granted under the Share Option Scheme held by Mr. Wong were exercised on 9 September 2011 and no further options have been granted to him since then. He did not hold any share options of the Company as at the Latest Practicable Date.

Mr. Wong entered into a service agreement with the Company for an initial term of three years commencing from 22 March 2004 which shall continue thereafter until terminated by either party giving to the other not less than six months' prior notice in writing terminating on or after the expiry of the initial term of three years. The amount of remuneration as set out in the service agreement is approximately HK\$676,000 per annum, which includes an annual fixed sum bonus equal to his one month's fixed salary. He is also entitled to a discretionary bonus calculated by reference to a percentage (which is determined by the Board with reference to the Group's results and Mr. Wong's performance) of audited consolidated net profit of the Group after taxation and minority interest but before extraordinary items of the Group and before such bonus. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Apart from this, Mr. Wong has no service contract or proposed service contract with any other members of the Group. The amount of the emoluments payable to Mr. Wong under the said service agreement is determined by the Company with reference to the level and/or range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable caliber and job responsibilities.

In relation to the re-election of Mr. Wong, there is no further information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

2. NG SUI CHUN

Ms. Ng Sui Chun, aged 61, the wife of Mr. Wong Man Kit, is one of the founders of the Group and the finance director of the Company. Ms. Ng has been actively involved in the management of daily operations of the Group for over 37 years and is responsible for the implementation of corporate policies, particularly in the area of finance and administration of the Group.

Ms. Ng also holds directorships in most of the subsidiaries of the Company. Ms. Ng is the wife of Mr. Wong Man Kit and the mother of Mr. Wong Ling Sun, Vincent and Ms. Wong Wai Sum, May. Mr. Wong Man Kit, Mr. Wong Ling Sun, Vincent and Ms. Wong Wai Sum, May are the Executive Directors. Ms. Ng does not hold any directorship in other listed public companies in the last three years.

As at the Latest Practicable Date, Ms. Ng is directly interested in 10,525,300 Shares, representing 3.95% of the total issued share capital of the Company, and is deemed to be interested under Part XV of the SFO in 157,677,000 Shares, representing 59.24% of the total issued share capital of the Company, held by Skyblue, and 953,000 Shares, representing 0.35% of the total issued share capital of the Company, held by Mr. Wong Man Kit, as she is one of the discretionary beneficiaries of The JetSun Trust and the spouse of Mr. Wong Man Kit. In addition, 2,275,000 share options granted under the Share Option Scheme held by Ms. Ng were exercised on 9 September 2011 and no further options have been granted to her since then. She did not hold any share options of the Company as at the Latest Practicable Date.

Ms. Ng entered into a service agreement with the Company for an initial term of three years commencing from 22 March 2004 which shall continue thereafter until terminated by either party with six months' prior notice in writing served on the other side. The amount of remuneration as set out in the service agreement is approximately HK\$533,000 per annum, which includes an annual fixed sum bonus equal to her one month's fixed salary. She is also entitled to a discretionary bonus calculated by reference to a percentage (which is determined by the Board with reference to the Group's results and Ms. Ng's performance) of audited consolidated net profit of the Group after taxation and minority interest but before extraordinary items of the Group and before such bonus. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Apart from this, Ms. Ng has no service contract or proposed service contract with any other members of the Group. The amount of the emoluments payable to Ms. Ng under the said service agreement is determined by the Company with reference to the level and/or range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable caliber and job responsibilities.

In relation to the re-election of Ms. Ng, there is no further information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

3. WONG WAI SUM, MAY, BBA (HRM), MA (TRANSPPOL & PLAN), MIHRM (HK), CMILT

Ms. Wong Wai Sum, May, aged 36, is an Executive Director. She has been the human resources and deputy finance director of the Group since 1 September 2003 and is responsible for the human resources and financial management of the Group. She was appointed as Executive Director on 30 September 2011.

Ms. Wong is also a director of Aberdeen Maxicab Service Company Limited, which is a subsidiary of the Company. Ms. Wong is the daughter of Mr. Wong Man Kit and Ms. Ng Sui Chun, the sister of Mr. Wong Ling Sun, Vincent and the niece of Mr. Wong Man Chiu. She does not hold any directorship in other listed public companies in the last three years.

Ms. Wong holds a Master of Arts degree in transport policy and planning from The University of Hong Kong and a Bachelor of Business Administration degree (major in human resources management) from Simon Fraser University in Canada. She has been a chartered member of the Chartered Institute of Logistics and Transport in Hong Kong and an associate member of Hong Kong Institute of Human Resources Management since 2005.

As at the Latest Practicable Date, Ms. Wong was directly interested in 2,497,000 Shares, representing 0.94% of the total issued share capital of the Company, and was deemed to be interested under Part XV of the SFO in 157,677,000 Shares, representing 59.24% of the total issued share capital of the Company, held by Skyblue, as she is one of the discretionary beneficiaries of The JetSun Trust. In addition, 2,000,000 share options granted under the Share Option Scheme held by Ms. Wong were exercised on 9 September 2011 and no further options have been granted to her since then. She did not hold any share options of the Company as at the Latest Practicable Date.

Ms. Wong entered into a service agreement with the Company on 30 September 2011, which shall continue until terminated by either party by serving on the other party not less than six months' prior notice in writing. The amount of remuneration as set out in the service agreement is approximately \$546,000 per annum, which includes an annual fixed sum bonus equal to her one month's fixed salary. She may be paid a discretionary bonus calculated by reference to the Group's result and Ms. Wong's performance at the absolute discretion of the Board. She received a discretionary bonus of HK\$77,000 for the year ended 31 March 2012 which is determined by the Board and the remuneration committee of the Company with reference to her duties and responsibilities within the Company. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Apart from this, Ms. Wong has no service contract or proposed service contract with any other members of the Group. The amount of the emoluments payable to Ms. Wong under the said service agreement is determined by the Company with reference to the level and/or range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable caliber and job responsibilities.

In relation to the re-election of Ms. Wong, there is no further information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

4. LEE PENG FEI, ALLEN, CBE, BS, FHKIE, JP

Dr. Lee Peng Fei, Allen, aged 71, is an Independent Non-Executive Director. Dr. Lee joined the Group in March 2004. He holds an honorary doctoral degree in engineering from the Hong Kong Polytechnic University and an honorary doctoral degree in laws from the Chinese University of Hong Kong. He was formerly a Hong Kong deputy to The 9th & 10th National People's Congress, a member of the Hong Kong Legislative Council from 1978 to 1997, a senior member of the Hong Kong Legislative Council from 1988 to 1991 and a member of the Hong Kong Executive Council from 1985 to 1992.

As at the Latest Practical Date, Dr. Lee is directly interested in 330,000 Shares, representing 0.12% of the total issued share capital of the Company, and held options to subscribe for 300,000 Shares at an exercise price of HK\$1.6 each. Save as disclosed above, Dr. Lee does not have any other interests in the Shares within the meaning of Part XV of the SFO.

Dr. Lee entered into a service contract with the Company on 14 March 2012 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. He is entitled to receive a director's fee of HK\$28,000 per month which is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities within the Company.

Dr. Lee does not have any relationship with any Director, senior management of the Company or substantial or controlling Shareholder. Other than being an Independent Non-Executive Director, Dr. Lee does not hold any other position in the Company or any of its subsidiaries. Dr. Lee is also the director of other listed companies including Giordano International Limited, ITE (Holdings) Limited, Playmates Holdings Limited, Wang On Group Limited and VXL Capital Limited. He was the director of Sam Woo Holdings Ltd and retired on 29 April 2011. Save as disclosed above, Dr. Lee has not held any directorship in other listed companies in the past three years.

Dr. Lee has served the Board for more than nine years. In light of the valuable independent judgment and impartial advice that he has given to the Company over the past years in his capacity as an Independent Non-executive Director, the Board is satisfied that Dr. Lee has the character, integrity, independence, professionalism and calibre to continue to serve as an Independent Non-executive Director. In addition to his capacity as an Independent Non-executive Director, Dr. Lee has also made significant contributions in serving the Company as the chairman of its remuneration committee and a member of its audit committee and nomination committee, in which roles he has provided professional advice and valuable business judgment. Furthermore, Dr. Lee has confirmed to the Company that he had met the independence guideline as set out in Rule 3.13 of the Listing Rules and has submitted such written confirmation concerning his independence to the Stock Exchange. Therefore, the Board is not aware of any evidence or circumstances showing that the length of Dr. Lee's tenure of service has any adverse effect on his independence and considers him to be independent and believes he should be re-elected in view of his extensive experience and valuable contribution to the Board. The re-election of Dr. Lee, same as the re-election of the other retiring Directors, is subject to Shareholders' approval by a separate resolution.

In relation to the re-election of Dr. Lee, there is no further information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information requiring disclosure under Rule 13.51(2) of the Listing Rules.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$26,612,500 divided into 266,125,000 fully paid Shares.

Subject to the passing of the resolution granting the proposed Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 26,612,500 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASE

The Board believes that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange. Any repurchase of Shares may, depending on market conditions and funding arrangements at the prevailing time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Board believes that a repurchase of Shares will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

Repurchase must be funded out of funds which are legally available for such purpose in accordance with the Memorandum and Articles of Association and the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Law**”). The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Cayman Islands law, repurchase by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital under certain circumstances.

Any premium payable on repurchase over the par value of the Shares to be repurchased must be provided for out of the profits of the Company or out of the Company’s share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital under certain circumstances.

POSSIBLE MATERIAL ADVERSE IMPACT

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate is to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2012, being the date of its latest audited consolidated financial statements. Therefore, the Directors do not intend to make any repurchase to such an extent as would, in the circumstances, have a material adverse effect on the appropriate working capital requirements or the gearing position of the Company as they would consider from time to time.

The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are to be repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could, depending on the level of such increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as known to the Directors and according to the register of interests and short positions of substantial Shareholders maintained by the Company pursuant to section 336 of the SFO, Skyblue, a company incorporated in the British Virgin Islands and wholly owned by Metro Success, was interested in 157,677,000 Shares, representing 59.24% of the entire issued capital of the Company. Metro Success is wholly owned by JETSUN, which is the trustee of The JetSun Unit Trust, of which 9,999 units are owned by HSBCITL (as trustee of The JetSun Trust) and the remaining 1 unit is owned by Mr. Wong Ling Sun, Vincent. The entire issued share capital of JETSUN is owned by HSBCITL. The discretionary objects of The JetSun Trust are Mr. Wong Ling Sun, Vincent, Ms. Ng Sui Chun, Ms. Wong Wai Sze, Cecilia, Ms. Wong Wai Sum, May and Ms. Wong Wai Man, Vivian.

Assuming that Skyblue (being the controlling Shareholder as at the Latest Practicable Date) does not dispose of its Shares, if, which is not presently contemplated, the Repurchase Mandate is to be exercised in full, the percentage of shareholding of Skyblue before such repurchase based on the issued share capital of the Company as at the Latest Practicable Date, being 59.24%, would be increased to approximately 65.83% after such repurchase.

Apart from the aforesaid increase in shareholding held by Skyblue, the Directors are not aware of any consequences of such repurchase of Shares that would result in Skyblue or any other Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. If the Repurchase Mandate is to be exercised in full, the percentage of shareholding held by Skyblue and its connected persons will exceed 75% and thus, the number of Shares held by the public would fall below 25% of the total number of issued Shares. Nevertheless, the Company has no present intention to repurchase Shares or exercise the Repurchase Mandate in full so that the public float of the Company would not fall below 25% of the total number of issued Shares.

SHARE PRICES

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest prices at which Shares were traded on the Stock Exchange are as follows:

	Highest^{Note} (HK\$)	Lowest^{Note} (HK\$)
2011		
July	1.89	1.63
August	1.89	1.77
September	1.88	1.44
October	1.65	1.44
November	1.65	1.53
December	1.85	1.55
2012		
January	1.80	1.60
February	1.73	1.61
March	1.72	1.61
April	1.72	1.53
May	1.80	1.63
June	1.72	1.55
July (up to the Latest Practicable Date)	1.73	1.65

Note: the highest and lowest traded prices during the period from 1 July 2011 to 8 September 2011 were adjusted to reflect the effect of bonus Shares issued on 20 September 2011.

SHARE REPURCHASE MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

GENERAL

To the best of the Directors' knowledge and having made all reasonable enquiries, none of the Directors nor any of his/her associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company or its subsidiaries. The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate to repurchase Shares in accordance with the Listing Rules and applicable laws of the Cayman Islands.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares held by him/her/it to the Company, or has undertaken not to sell Shares to the Company in the event that the Company is authorised to repurchase the Shares.

NOTICE OF AGM



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 annual general meeting (“AGM”) of AMS Public Transport Holdings Limited (“Company”) will be held at Room 1301–1305, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on 31 August 2012, Friday at 11:00 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements and the reports of the directors (“Directors”) and auditors of the Company and its subsidiaries for the year ended 31 March 2012.
2. To declare a final dividend and a special dividend for the year ended 31 March 2012.
3. (a) To re-elect the retiring Directors.
(b) To authorise the board of Directors to fix their remuneration.
4. To appoint Grant Thornton Hong Kong Limited (formerly practised in the name of “Grant Thornton”) as auditors of the Company and to authorise the board of Directors to fix their remuneration.
5. To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

(A) **“THAT:**

- (1) a general mandate be and is hereby unconditionally given to the board of Directors of the Company during the Relevant Period (as defined below) to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power (“Issue Mandate”), subject to the following conditions:
 - (a) the Issue Mandate shall not extend beyond the Relevant Period save that the board of Directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers at any time during or after the end of the Relevant Period; and
 - (b) the aggregate nominal amount of shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the board of Directors of the Company pursuant to the Issue Mandate, otherwise than pursuant to (i) a

NOTICE OF AGM

Rights Issue (as defined below); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue of options to subscribe for or rights to acquire shares in the Company to employees of the Company and/or any of its subsidiaries; or (iv) any scrip dividend or other similar scheme implemented in accordance with the Memorandum and Articles of Association of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution; and

(2) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the board of Directors of the Company to holders of shares on its register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the board of Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

(B) **“THAT:**

- (1) a general mandate be and is hereby unconditionally given to the board of Directors of the Company during the Relevant Period (as defined below) to exercise all powers of the Company to repurchase shares in the capital of the Company (“**Repurchase Mandate**”), subject to the following conditions:
 - (a) the exercise of all powers pursuant to the Repurchase Mandate shall be subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other applicable stock exchange; and

NOTICE OF AGM

(b) the aggregate nominal amount of shares in the share capital of the Company which may be purchased pursuant to the Repurchase Mandate shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.

(2) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** the Issue Mandate granted to the board of Directors of the Company pursuant to resolution 5(A) above be and is hereby extended to the aggregate nominal amount of shares in the capital of the Company repurchased pursuant to the exercise of the Repurchase Mandate in resolution 5(B) above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.”

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

Hong Kong, 18 July 2012

Notes:

- (1) A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (if the member holds two or more shares) 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 AGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude a member from attending and voting at the AGM if the member so desires.
- (3) In order to attend and vote at the AGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with 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, for registration not later than 4:00 p.m. on 30 August 2012, Thursday.

NOTICE OF AGM

- (4) For determining the entitlement to the proposed final dividend and special dividend, the register of members of the Company will be closed from 6 September 2012, Thursday to 11 September 2012, Tuesday (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and special dividend, to be approved at the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged with Union Registrars Limited for registration not later than 4:00 p.m. on 5 September 2012, Wednesday.
- (5) If approved, cheques for the final dividend and special dividend will be payable on 12 September 2012, Wednesday.
- (6) 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, Mr. Chan Man Chun & 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.