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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 OF ANNUAL GENERAL MEETING**

**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 30 August 2013, 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 2013.
2. To declare a special dividend for the year ended 31 March 2013.<sup>Note 5</sup>
3. (a) To re-elect the retiring Directors.  
  
(b) To authorise the board of Directors to fix their remuneration.
4. To re-appoint the retiring auditors and 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 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
- (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.”

6. To consider and, if thought fit, to pass the following resolution with or without amendments as ordinary resolution:

**“THAT:**

- (1) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) granting the approval for the listing of, and permission to deal in, the shares in the Company to be issued pursuant to the exercise of the options to be granted under the new share option scheme of the Company (“New Share Option Scheme”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the New Share Option Scheme be and is hereby approved and adopted, and the board of Directors of the Company be and is hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but not limited to the following:
- (a) to administer the New Share Option Scheme under which options will be granted to the persons eligible under the New Share Option Scheme to subscribe for shares in the Company;
  - (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”);
  - (c) to allot and issue from time to time such number of shares in the share capital of the Company as may be required to be allotted and issued pursuant to the exercise of the options granted under the New Share Option Scheme and subject to the Listing Rules;
  - (d) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares in the Company may for the time being be listed, for listing of, and permission to deal in, any shares in the Company that may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme; and
  - (e) to consent, if the board of Directors of the Company so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share

Option Scheme; and

- (2) the existing share option scheme adopted by the Company by way of written shareholders' resolution on 22 March 2004 ("Existing Share Option Scheme") be and is hereby terminated upon the New Share Option Scheme becoming unconditional such that thereafter no further options shall be granted under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any outstanding options granted thereunder prior to such termination or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme, and the outstanding options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme."

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

Hong Kong, 18 July 2013

*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 notorially 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 29 August 2013, Thursday.
- (4) For determining the entitlement to the proposed special dividends, the register of members of the Company will be closed from 5 September 2013, Thursday to 10 September 2013, Tuesday (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed special dividends 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 4 September 2013, Wednesday.

- (5) If approved, cheques for the special dividends will be payable on 11 September 2013, Wednesday. No final dividend for the year ended 31 March 2013 was recommended by the board of Directors.
- (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.