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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 (the “Board”) 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.