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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of AMS Public Transport Holdings Limited (“**Company**”) will be held at Rooms 1301-1305, Abba Commercial Building, 223 Aberdeen Main Road, Aberdeen, Hong Kong on Thursday, 28th July 2011 at 11:00 a.m. (“**EGM**”) for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) the sale and purchase agreement dated 27th April 2011 (“**Agreement**”) entered into between the Company as vendor and Trans-Island Limousine Service Limited (環島旅運有限公司) as purchaser (a copy of which has been produced to the EGM marked “A” and initialed by the chairman of the EGM for the purpose of identification) in relation to, amongst other things, the sale and purchase of 100% of the issued share capital of Elegant Sun Group Limited (旭雅集團有限公司) at the consideration of HK\$300,000,000 (subject to adjustment), the terms thereof and the transactions contemplated thereunder (including without limitation the Disposal (as defined in the Company’s circular dated 13th July 2011)) and the execution of the Agreement be and are hereby approved, confirmed and ratified;
- (b) the board of directors of the Company (“**Board**”) be and is hereby authorized to do all such acts and things and execute all such documents or deeds and to take all such steps as it considers necessary, desirable or expedient in connection with or to give effect to the Agreement and to implement the transactions contemplated thereunder (including without limitation the Disposal) and to agree to such variations amendments or waivers of matters relating thereto as are, in the opinion of the Board, in the interest of the Company.”

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

Hong Kong, 13th July 2011

*Registered Office:*  
Cricket Square, Hutchins Drive  
P. O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office and Principal Place of Business:*  
11/F-12/F, Abba Commercial Building  
223 Aberdeen Main Road  
Aberdeen  
Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies (if a member who is the holder of 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, 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 or any adjourned meeting. Completion and delivery of the form of proxy will not preclude a member from attending and voting at the EGM if the member so desires.
- (3) As at the date of this notice, the executive directors of the Company are Mr. Wong Man Kit (Chairman), Ms. Ng Sui Chun, Mr. Wong Ling Sun, Vincent and Mr. Chan Man Chun (Chief Executive Officer); and the independent non-executive directors of the Company are Dr. Lee Peng Fei, Allen, Dr. Chan Yuen Tak Fai, Dorothy and Mr. Kwong Ki Chi.