

AMS PUBLIC TRANSPORT HOLDINGS LIMITED

進智公共交通控股有限公司

(the “Company”)

(A company incorporated in the Cayman Islands with limited liability)

**PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY
GENERAL MEETING (AN “EGM”) AND TO MAKE PROPOSALS (OTHER THAN
A PROPOSAL FOR ELECTION OF A PERSON AS A DIRECTOR) THEREAT**

1. The procedures for the shareholders of the Company (the “**Shareholders**”) to convene an EGM and to make proposals thereat are generally governed by the provisions of the articles of association of the Company (the “**Articles**”) and the applicable laws, rules and regulations (including without limitation the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Shareholders’ attention is particularly drawn to Article 58 of the Articles.
2. The Company holds an annual general meeting (an “**AGM**”) every year, and may hold an EGM whenever necessary.
3. Shareholders may convene an EGM and make proposals for businesses to be transacted thereat in the following manner:
 - (a) Any one or more Shareholders holding at the date of deposit of the Requisition (as defined below) not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company (the “**Eligible Shareholder(s)**”) shall at all times have the right, by written requisition (the “**Requisition**”) sent to the principal place of business of the Company in Hong Kong at 11-12/F, Abba Commercial Building, 223 Aberdeen Main Road, Aberdeen, Hong Kong, for the attention of the board of directors (the “**Board**”) or the company secretary (the “**Company Secretary**”) of the Company, to require an EGM to be called by the Board for the transaction of any business specified in the Requisition.

- (b) The Requisition must state clearly the name(s) of the Eligible Shareholder(s) concerned, its/his/her/their shareholding in the Company as at the date of the Requisition, the reason for convening an EGM, the agenda proposed to be included and the details of the businesses proposed to be transacted at the EGM, signed by all the Eligible Shareholder(s) concerned.
- (c) The Requisition will be verified with the Company's branch share registrar in Hong Kong, and upon its confirmation that the Requisition is proper and in order, the Company Secretary will ask the Board to convene an EGM to be held within two (2) months after the deposit of the Requisition by serving sufficient notice in accordance with the Articles and the applicable laws, rules and regulations (including without limitation the Listing Rules) to all registered Shareholders. On the contrary, if the Requisition has been verified as not in order, the Eligible Shareholder(s) concerned will be advised of such outcome and accordingly, the Board will not call for an EGM.
- (d) If within twenty-one (21) days of such deposit the Board fails to proceed to convene such EGM, the Eligible Shareholder(s) concerned itself/himself/herself/themselves may convene such EGM in the same manner, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of such failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.

(Note: There is no express provision allowing Shareholders to make proposals (other than a proposal for election of a person as a Director) at any general meeting convened by the Board (not on requisition of Shareholders) under the Articles or the laws of the Cayman Islands.)

** This document is written in both English and Chinese languages. In the event of discrepancy between the English and the Chinese versions, the English version shall prevail.*