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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 28 AUGUST 2014

Reference is made to the circular of AMS Public Transport Holdings Limited (the “Company”) dated 14 July 2014 (the “Circular”) in relation to the Annual General Meeting (the “AGM”) of the Company. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular respectively.

POLL RESULTS AT ANNUAL GENERAL MEETING

At the AGM of the Company held on 28 August 2014, a poll was demanded by the Chairman for voting on each of the proposed resolutions. The Company is pleased to announce the results of the poll, which are as follows:

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company and its subsidiaries for the year ended 31 March 2014.	188,792,200 (100%)	0 (0%)
2.	To declare a special dividend for the year ended 31 March 2014.	188,792,200 (100%)	0 (0%)
3.	(A) To re-elect Mr. Wong Man Kit as Executive Director.	188,792,200 (100%)	0 (0%)
	(B) To re-elect Ms. Ng Sui Chun as Executive Director.	188,792,200 (100%)	0 (0%)
	(C) To re-elect Ms. Wong Wai Sum, May as Executive Director.	188,792,200 (100%)	0 (0%)

Ordinary Resolutions			Number of Votes (approximate %)	
			For	Against
3.	(D)	To re-elect Mr. Kwong Ki Chi as Independent Non-Executive Director.	188,462,200 (100%)	0 (0%)
	(E)	To authorise the Board to fix their remuneration for the ensuing year.	188,792,200 (100%)	0 (0%)
4.		To re-appoint Grant Thornton Hong Kong Limited as auditors of the Company for the ensuing year and authorise the Board to fix their remuneration.	188,792,200 (100%)	0 (0%)
5.	(A)	To approve the general mandate to the Directors to allot and issue additional shares in the Company (“Issue Mandate”).	188,792,200 (100%)	0 (0%)
	(B)	To approve the general mandate to the Directors to repurchase shares in the Company (“Repurchase Mandate”).	188,792,200 (100%)	0 (0%)
	(C)	To extend the Issue Mandate to the aggregate number of Shares repurchased under the Repurchase Mandate.	188,792,200 (100%)	0 (0%)
6.	(A)	To approve the new minibus leasing agreement dated 23 June 2014 and conditionally entered into between Maxson Transportation Limited, Glory Success Transportation Limited, Hong Kong & China Transportation Consultants Limited, Big Three Limited and Hong Kong Metropolitan Bus Limited as owners and Gurnard Holdings Limited (a wholly-owned subsidiary of the Company) as lessee, in relation to, among other things, the leasing of public light buses for a term of 3 years from 1 October 2014 to 30 September 2017 (both days inclusive) and the transactions contemplated thereunder, and to authorise any one Director to do or execute for and on behalf of the Company all such acts and things and such other documents which in his/her opinion may be necessary, desirable or expedient (which include without limitation, if necessary, affixing the Company’s seal to the relevant documents) to carry into effect or to give effect to the aforesaid minibus leasing agreement and all transactions contemplated thereunder, including such changes and	8,630,800 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (approximate %)		
		For	Against	
		amendments thereto as such Director may consider necessary, desirable or expedient.		
6.	(B)	To approve the New Annual Cap, and to authorise any one Director to do or execute for and on behalf of the Company all such acts and things and such documents which in his/her opinion may be necessary, desirable or expedient (which include without limitation, if necessary, affixing the Company's seal to the relevant documents) in connection therewith.	8,630,800 (100%)	0 (0%)

Union Registrars Limited, the Hong Kong share registrar of the Company, acted as scrutineer for the poll at the AGM. As more than 50% of the votes were cast in favour of each resolution, all the above resolutions were duly passed as ordinary resolutions.

Notes to Resolutions 1 to 5:

- (i) Total number of Shares entitling the holders to attend and vote on Resolutions 1 to 5 at the AGM: 266,125,000 Shares.
- (ii) There were no restrictions on any Shareholders to cast vote on any of the Resolutions 1 to 5 at the AGM.
 - (a) Total number of Shares entitling the holders to attend and abstain from voting in favour of any of the Resolutions 1 to 5 at the AGM as required under Rule 13.40 of the Listing Rules: Nil.
 - (b) Total number of Shares of holders that were required under the Listing Rules to abstain from voting on any of the Resolutions 1 to 5 at the AGM: Nil.
- (iii) None of the Shareholders had stated his/her/its intention in the Circular to vote against or to abstain voting on any of the Resolutions 1 to 5 at the AGM.

Notes to Resolution 6:

- (i) As at the date of the AGM, there were 266,125,000 Shares in issue. (1) Skyblue Group Limited (“Skyblue”), holding 157,677,000 Shares, representing approximately 59.24% of the shareholding in the Company as at the date of the AGM, and being a company interested as to more than 30% by the Trustee (acting in its capacity as the trustee of The JetSun Trust), (2) all members of the Wong Family and their respective associates, as well as (3) Ms. Loo Natasha Christie (the spouse of Mr. Vincent Wong), (4) Mr. Wong Man Chiu (the younger brother of Mr. Wong) and (5) Ms. Wong Pik Kwan (the elder sister of Mr. Wong) (collectively, “Relevant Parties”), collectively holding 188,350,000 Shares (representing approximately 70.8% of the entire issued share capital of the Company as at

the date of the AGM) were required under Chapter 14A of the Listing Rules to abstain from voting on Resolution 6 at the AGM. The Board confirmed that all the Relevant Parties had abstained from voting on Resolution 6 at the AGM.

- (ii) Total number of Shares entitling the holders to attend and vote on Resolution 6 at the AGM: 77,775,000 Shares.
- (iii) Total number of Shares entitling the holders to attend and abstain from voting in favour of Resolution 6 at the AGM as required under Rule 13.40 of the Listing Rules: Nil.
- (iv) Save and except for the Relevant Parties, none of the Shareholders had stated his/her/its intention in the Circular to vote against or to abstain voting on Resolution 6 at the AGM.

By Order of the Board
Wong Man Kit
Chairman

Hong Kong, 28 August 2014

Members of the Board as at the date of this announcement:

Executive Directors

Mr. Wong Man Kit (*Chairman*)

Ms. Ng Sui Chun

Mr. Wong Ling Sun, Vincent (*Vice Chairman*)

Mr. Chan Man Chun

Ms. Wong Wai Sum, May

Independent Non-Executive Directors

Dr. Lee Peng Fei, Allen

Dr. Chan Yuen Tak Fai, Dorothy

Mr. Kwong Ki Chi