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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)

### **APPOINTMENT OF HONORARY CHAIRMAN AND CHAIRMAN OF THE BOARD**

The Board of Directors of the Company (the “Board”) announces that with effect from 12 December 2014, Mr. Wong Man Kit (“Mr. Wong”) and Mr. Wong Ling Sun, Vincent (“Mr. Vincent Wong”), the Executive Directors of the Company, have been appointed as the Honorary Chairman and the Chairman of the Board (“Chairman”) respectively.

This announcement is made by AMS Public Transport Holdings Limited (the Company, together with its subsidiaries collectively referred to as the “Group”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The Board is pleased to announce that with effect from 12 December 2014, Mr. Wong and Mr. Vincent Wong, the Executive Directors of the Company, have been appointed as the Honorary Chairman and the Chairman respectively.

#### **Appointment of Honorary Chairman**

With effect from 12 December 2014, Mr. Wong has stepped down from his role as the Chairman and been appointed as the Honorary Chairman of the Company in recognition of his valuable contributions to the Group as the Chairman over the years. Mr. Wong will continue as the Executive Director of the Company after assuming the title of Honorary Chairman.

Mr. Wong, aged 73, is one of the founders of the Group. He had been the Chairman since the listing of the Company in April 2004 until he is appointed as the Honorary Chairman. Mr. Wong has over 39 years’ experience in the operation of public transport business in Hong Kong and is responsible for formulating the overall business strategies and corporate development of the Group. He has been a fellow member of the Chartered Institute of Logistics and Transport in Hong Kong since 2000, and is the chairman of the Hong Kong Scheduled (GMB) Licensee Association and also a member of The Chinese General Chamber of Commerce. Mr. Wong was an elected member of the Southern District Council from 1988 to 2007 and is currently the honorary president of The University of Hong Kong Foundation for Educational Development and Research. Mr. Wong has been granted the awards of “Medal of Honour” by the Hong Kong government in 2000 and

“Ten Outstanding Young Person Award” by The Hong Kong Junior Chamber of Commerce in the Ten Outstanding Young Persons Selection in 1981, both in recognition of his outstanding performance and contribution.

Mr. Wong is the spouse of Ms. Ng Sui Chun (“Ms. Ng”), the father of Mr. Vincent Wong and Ms. Wong Wai Sum, May (“Ms. Wong”) and the brother of Mr. Wong Man Chiu. Ms. Ng, Mr. Vincent Wong and Ms. Wong are Executive Directors of the Company, and Mr. Wong Man Chiu is the engineering manager of the Group. Mr. Wong holds directorships in all of the subsidiaries of the Company. He does not hold any directorship in other listed public companies in the last three years.

As at the date of this announcement, Mr. Wong was deemed to be interested in 157,677,000 shares of the Company, representing 59.24% of the total issued share capital of the Company, held by Skyblue Group Limited (“Skyblue”) under Part XV of the Securities and Futures Ordinance (“SFO”) (Chapter 571, Laws of Hong Kong) as he is the settlor of The JetSun Trust. Skyblue is a wholly owned subsidiary of Metro Success Investments Limited (“Metro Success”), which in turn is a wholly owned subsidiary of JETSUN UT Company (PTC) Limited (“JETSUN”). JETSUN is the trustee of The JetSun Unit Trust, of which 9,999 units are owned by HSBC International Trustee Limited (“HSBCITL”) as the trustee of The JetSun Trust and the remaining 1 unit is owned by Mr. Vincent Wong. The entire issued share capital of JETSUN is owned by HSBCITL. The JetSun Trust is a discretionary trust and its discretionary objects include Mr. Vincent Wong, Ms. Ng and Ms. Wong. In addition, Mr. Wong was directly interested in 2,396,000 shares of the Company and had family interest of 13,617,300 shares of the Company held by Ms. Ng, representing 0.9% and 5.12% of the total issued share capital of the Company respectively as at the date of this announcement.

Mr. Wong entered into a service agreement with the Company for an initial term of three years from 22 March 2004 which shall continue thereafter until terminated by either party by serving on the other party not less than six months’ notice in writing. He also entered into two supplemental service agreements with the Company subsequently. The amount of remuneration payable to Mr. Wong as set out in the supplemental service agreements is approximately HK\$676,000 per annum, which includes an annual fixed sum bonus equal to his one month’s fixed director’s fee. He is also entitled to a discretionary bonus calculated by reference to a percentage (which is determined by the Board with reference to the Group’s results and Mr. Wong’s performance) of audited consolidated net profit of the Group after taxation and minority interest but before extraordinary items of the Group and before such bonus. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association. Apart from disclosed above, Mr. Wong has no service agreement or proposed service agreement with any other members of the Group. The amount of the emoluments payable to Mr. Wong under the service agreement is determined by the remuneration committee of the Board with reference to the level and/or range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable caliber and job responsibilities.

Save as disclosed above, Mr. Wong has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company and there is no further information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter which needs to be brought to the attention of the shareholders of the Company and there is

no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **Appointment of Chairman**

With effect from 12 December 2014, Mr. Vincent Wong has been appointed as the Chairman.

Mr. Vincent Wong, aged 40, is an Executive Director of the Company. Mr. Vincent Wong graduated from The University of Winnipeg with a Bachelor of Arts degree in economics. Prior to joining the Group, he worked for a large smart card system provider company in Hong Kong. He joined the Group in 2002 and is responsible for monitoring the operation and internal control of the Group. Mr. Vincent Wong is currently an elected member of the Southern District Council.

Mr. Vincent Wong is the son of Mr. Wong and Ms. Ng, the brother of Ms. Wong and the nephew of Mr. Wong Man Chiu. He was appointed as Executive Director of the Company on 16 October 2004. Before that, he was a Non-Executive Director of the Company. Mr. Vincent Wong was appointed as the vice chairman of the Board on 23 June 2014. Mr. Vincent Wong also holds directorships in all of the subsidiaries of the Company. He does not hold any other directorship in any other listed public companies in the last three years.

As at the date of this announcement, Mr. Vincent Wong is deemed to be interested in 157,677,000 shares of the Company, representing 59.24% of the total issued share capital of the Company, held by Skyblue under Part XV of the SFO as he is one of the beneficiaries of The JetSun Trust (as disclosed above). In addition, Mr. Vincent Wong is directly interested in 4,502,500 shares of the Company and has family interest of 2,352,000 shares of the Company, representing 1.70% and 0.88% of the total issued share capital of the Company respectively as at the date of this announcement.

Mr. Vincent Wong entered into a service agreement with the Company for an initial term of three years from 16 October 2004 which shall continue thereafter until terminated by either party by serving on the other party not less than six months' notice in writing. He also entered into four supplemental service agreements with the Company subsequently. The amount of remuneration payable to Mr. Vincent Wong as set out in the supplemental service agreements is approximately HK\$598,000 per annum, which includes an annual fixed sum bonus equal to his one month's fixed director's fee. He is also entitled to a discretionary bonus calculated by reference to a percentage (which is determined by the Board with reference to the Group's results and Mr. Vincent Wong's performance) of audited consolidated net profit of the Group after taxation and minority interest but before extraordinary items of the Group and before such bonus. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association. Apart from the aforesaid, Mr. Vincent Wong has no service agreement or proposed service agreement with any other members of the Group. The amount of the emoluments payable to Mr. Vincent Wong under the service agreement is determined by the remuneration committee of the Board with reference to the level and/or range of remuneration package normally granted by employers in Hong Kong to a senior executive of comparable caliber and job responsibilities.

Save as disclosed above, Mr. Vincent Wong has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company and there is no further information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter which needs to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

By Order of the Board  
Wong Ling Sun, Vincent  
*Chairman*

Hong Kong, 12 December 2014

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

*Executive Directors*

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

Mr. Wong Man Kit (*Honorary Chairman*)

Ms. Ng Sui Chun

Mr. Chan Man Chun (*Chief Executive Officer*)

Ms. Wong Wai Sum, May

*Independent Non-Executive Directors*

Dr. Lee Peng Fei, Allen

Dr. Chan Yuen Tak Fai, Dorothy

Mr. Kwong Ki Chi