



**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)

**Form of Proxy for the Annual General Meeting (“Meeting”) – 30 August 2007**

I/We, <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of AMS Public Transport Holdings Limited (the “Company”), **HEREBY APPOINT**<sup>(Note 3)</sup> **THE CHAIRMAN OF THE MEETING** or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy/proxies to vote and act for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) to be held at Room 1301-05, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on Thursday, 30 August 2007 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the Notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below:

ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors of the Company and its subsidiaries (the “Group”) for year ended 31 March 2007		
2. To declare a final dividend for the year ended 31 March 2007		
3. (A) To re-elect Mr. Wong Man Kit as director		
(B) To re-elect Ms. Ng Sui Chun as director		
(C) To authorise the board of Directors to fix their remuneration for the ensuing year		
4. To appoint Grant Thornton as Auditors of the Company for the ensuing year and authorise the Directors to fix their remuneration.		
5. (A) To approve the general mandate to the Directors to allot and issue additional shares in the Company		
(B) To approve the general mandate to the Directors to repurchase shares in the Company		
(C) To authorise the Directors to allot, issue or otherwise deal with additional shares not exceeding the aggregate number of shares repurchased under Resolution 5(B)		

Signature <sup>(Note 5)</sup> \_\_\_\_\_

Date \_\_\_\_\_ 2007

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at the Company’s Hong Kong share registrar, Union Registrars Limited, Room 1803, Fook Lee Commercial Centre, Town Plaza, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.