

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in AMS Public Transport Holdings Limited ("Company"), you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

A notice convening the AGM of AMS Public Transport Holdings Limited to be held at Room 1301-5, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on Friday, 29 August 2008 at 11:00 a.m.. The AGM Notice is set out on pages 13 to 16 of this circular. A form of proxy for the AGM is also enclosed. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Union Registrars Limited, at Rooms 1901-02, Fook Lee Commercial Centre, Town Plaza, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the meeting should you so wish.

29 July 2008

CONTENTS

| | <i>Page</i> |
|---|-------------|
| Definitions | 1 |
| Letter from the Board | |
| Introduction | 3 |
| Re-election of Directors | 4 |
| General mandates to issue and repurchase shares | 4 |
| AGM | 4 |
| Right to demand poll | 5 |
| Recommendation | 6 |
| General information | 6 |
| Appendix I – Directors proposed to be re-elected | 7 |
| Appendix II – Explanatory statement for general mandate to repurchase Shares | 9 |
| Notice of AGM | 13 |

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

| | |
|---------------------------|---|
| “2007/08 Annual Report” | the annual report of the Company despatched to the Shareholders on or about 29 July 2008 |
| “AGM” | the annual general meeting of the Company to be held at Room 1301-05, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on 29 August 2008, Friday at 11:00 a.m. |
| “AGM Notice” | the notice convening the AGM as set out on pages 13 to 16 of this circular |
| “Articles of Association” | the articles of association of the Company |
| “Board” | the board of Directors |
| “Chairman” | the chairman of the Company |
| “Chief Executive Officer” | the chief executive officer of the Company |
| “Company” | AMS Public Transport Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 77) |
| “Director(s)” | the director(s) of the Company |
| “Executive Director” | executive director of the Company |
| “Group” | the Company and its subsidiaries as a whole |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 23 July 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Memorandum” | the memorandum of the Company |
| “Non-Executive Director” | non-executive director of the Company |

DEFINITIONS

| | |
|-----------------------|---|
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | share(s) of HK\$0.10 each in the capital of the Company |
| “Share Option Scheme” | the share option scheme adopted by the Company on 22 March 2004 |
| “Shareholder(s)” | registered holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | Hong Kong Code on Takeovers and Mergers |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent |

LETTER FROM THE BOARD



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)

Executive Directors:

Wong Man Kit (*Chairman*)

Ng Sui Chun

Wong Ling Sun, Vincent

Chan Man Chun

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-Executive Directors:

Dr. Lee Peng Fei, Allen

Dr. Leung Chi Keung

Lam Wai Keung

Principal office in Hong Kong:

11th-12th Floors

Abba Commercial Building

223 Aberdeen Main Road

Aberdeen

Hong Kong

29 July 2008

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the re-election of Directors; (ii) the granting to the Directors of general mandates for the issue and the repurchase of Shares up to 20% and 10% respectively of the nominal amount of the Company's issued share capital as at the date of the passing of such resolutions as the previous general mandate granted to the Directors on 30 August 2007 to issue Shares and to repurchase Shares will expire at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Article 87 of the Articles of Association, Mr. Chan Man Chun and Mr. Wong Ling Sun, Vincent shall retire by rotation and, being eligible, offer themselves for re-election at the AGM. A brief biographical details of the retiring Directors are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 30 August 2007, ordinary resolutions were passed to grant general mandates authorising the Directors (i) to allot, issue and deal with the Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at that date (i.e. not exceeding 45,500,000 Shares) (“Existing Issue Mandate”); and (ii) to repurchase the Shares not exceeding 10% of the issued share capital, or the relevant class of shares, of the Company at that date (i.e. not exceeding 22,750,000 Shares) (“Existing Repurchase Mandate”).

The Existing Issue Mandate and the Existing Repurchase Mandate will expire upon the conclusion of the AGM. The Directors consider that the Existing Issue Mandate and the Existing Repurchase Mandate increase the flexibility in the Company’s affairs and are in the interests of the Shareholders, and that the same shall continue to be adopted by the Company. New general mandates to allot, issue and deal with the Shares up to 20% (i.e. 45,500,000 Shares) (“Issue Mandate”) and to repurchase the Shares up to 10% (i.e. 22,750,000 Shares) of the issued share capital of the Company as at the date of passing of the resolutions (“Repurchase Mandate”) as set out in Resolutions 5(A) and 5(B) respectively of the AGM Notice will be proposed at the AGM. Resolution authorising the extension of the general mandate to the Directors to issue the Shares to include the aggregate nominal amount of such Shares repurchased (if any) under the Repurchase Mandate is to be proposed as Resolution 5(C) at the AGM.

With reference to the proposed new general mandates, the Directors wish to state that they have no immediate plans to issue any new or repurchase any Shares pursuant to the relevant mandates. Save as disclosed, the Company did not obtain any other general mandate or special mandate to issue Shares in the past 12 months.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against Resolution 5(B) to be proposed at the AGM in relation to the proposed general mandates to repurchase Shares are set out in Appendix II to this circular.

AGM

The AGM Notice is set out on pages 13 to 16 of this circular. Ordinary resolutions in respect of the general mandates to issue and repurchase Shares will be proposed at the AGM.

LETTER FROM THE BOARD

A form of proxy for the AGM is also enclosed with the 2007/08 Annual Report. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Union Registrars Limited, at Rooms 1901-02, Fook Lee Commercial Centre, Town Plaza, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

RIGHT TO DEMAND POLL

Pursuant to Article 66 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Shareholder.

Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of the retiring Directors, the grant of general mandates to issue and repurchase Shares, and to add the aggregate nominal amount of Shares that may be repurchased to the aggregate nominal amount of the Shares that may be allotted pursuant to the general mandate to issue Shares are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
AMS Public Transport Holdings Limited
Wong Man Kit
Chairman

The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

1. CHAN MAN CHUN, MBA

Mr. Chan Man Chun, aged 44, is the Chief Executive Officer and an Executive Director of the Company. Mr. Chan joined the Group in July 1989. He is actively involved in the overall business operations and is responsible for the implementation of the corporate strategy of the Group.

Mr. Chan is also a director of Global Win Transportation Limited and Chinalink Express Holdings Limited, which are the subsidiaries of the Company. Mr. Chan does not hold any directorships in other listed companies in the last three years and has no relationship with any directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Chan was directly interested in 1,320,000 Shares and had family interest of 200,000 shares, representing 0.58% and 0.09% of the total issued share capital of the Company. In addition, Mr. Chan personally held options to subscribe for 2,275,000 Shares as at the Latest Practicable Date.

Mr. Chan entered into his first service agreement with the Company for an initial fixed terms of three years from 22 March 2004 to 21 March 2007 which shall continue thereafter until terminated by either party giving to the other not less than six months' prior notice in writing terminating on or after the expiry of the initial term of three years. Mr. Chan also entered into a supplemental service agreement with the Company on 19 March 2007 and supplemented the first agreement. The amount of remuneration as set out in the supplemental service agreement is approximately HK\$1,652,000 per annum and he is entitled to a year end bonus equal to the higher of HK\$2,300,000 or 5% of the audited consolidated profit after taxation and minority interest but before extraordinary items and before such bonus of the Group. He is also entitled to a year end bonus equal to 3% of the audited consolidated profit after taxation but before extraordinary items and minority interest and before such bonus of Chinalink Express Holdings Limited and its subsidiaries. Mr. Chan 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 this, Mr. Chan has no service contract or proposed service contract with any other members of the Group. The amount of the emoluments payable to Mr. Chan under the service contact is determined by the Company 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.

In relation to the re-election of Mr. Chan, there is no 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.

2. MR. WONG LING SUN, VINCENT

Mr. Wong Ling Sun, Vincent, aged 33, is an Executive Director of the Company. He joined the Group in 2002 and was responsible for monitoring the operation and internal control of the Group. He was appointed as an Executive Director on 16 October 2004. Before that, he was a Non-Executive Director of the Group.

Mr. Wong also holds directorships in most of the subsidiaries of the Company. Mr. Wong is the son of the Chairman, Mr. Wong Man Kit, and the Executive Director, Ms. Ng Sui Chun, and the brother of Ms. Wong Wai Sum, May, the human resources and deputy financial director of the Company. He does not hold any other directorship in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Wong was deemed to be interested in 146,070,000 Shares, representing 64.21% of the total issued share capital of the Company, held by Skyblue Group Limited (“Skyblue”) under Part XV of the SFO as he was one of the discretionary beneficiaries 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 CO. LTD. (“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. 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. Wong and Ms. Ng Sui Chun. In addition, Mr. Wong personally held options to subscribe for 2,275,000 Shares as at the Latest Practicable Date.

Mr. Wong entered into a service agreement with the Company for an initial term of three years commencing from 16 October 2004 to 15 October 2007 and shall continue thereafter until terminated by either party with not less than six months’ notice in writing served on the other party. The amount of remuneration as set out in the service agreement is approximately HK\$455,000 per annum, which includes an annual fixed sum bonus equal to his one month’s fixed salary. 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 this, Mr. Wong has no service contract or proposed service contract with any other members of the Group. The amount of the emoluments payable to Mr. Wong under the service contract is determined by the Company 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.

In relation to the re-election of Mr. Wong, there is no 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.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$22,750,000 divided into 227,500,000 fully paid Shares.

Subject to the passing of the resolution granting the proposed mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 22,750,000 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Board believes that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange. Any repurchase of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Board believes that a repurchase of Shares will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

Repurchase must be funded out of funds which are legally available for such purpose in accordance with the Memorandum and Articles of Association and the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands ("**Companies Law**"). The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles of Association and subject to the provisions of the Companies Law, out of capital under certain circumstances.

Any premium payable on a redemption or repurchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by its Articles of Association and subject to the provisions of the Companies Law, out of capital under certain circumstances.

POSSIBLE MATERIAL ADVERSE IMPACT

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2008, being the date of its latest audited consolidated financial statements. Therefore, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the appropriate working capital requirements or the gearing position of the Company as they would consider from time to time.

The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could, depending on the level of such increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as known to the Directors and according to the register of interests and short positions of substantial Shareholders maintained by the Company pursuant to section 336 of the SFO, Skyblue, a company incorporated in the British Virgin Islands and 100% owned by Metro Success, was interested in 146,070,000 shares, representing 64.21% of the entire issued capital of the Company. Metro Success is 100% owned by JETSUN, which is the trustee of the JetSun Unit Trust, of which 9,999 units are owned by HSBCITL and the remaining 1 unit is owned by Mr. Wong Ling Sun, Vincent. The entire issued share capital of JETSUN is owned by HSBCITL. The discretionary objects of The JetSun Unit Trust are Ms. Ng Sui Chun, Mr. Wong Ling Sun, Vincent, Ms. Wong Wai Sze, Cecilia, Miss Wong Wai Sum, May and Miss Wong Wai Man, Vivian.

Assuming that Skyblue (being the controlling Shareholder of the Company as at the Latest Practicable Date) does not dispose of its Shares, and if the Repurchase Mandate were exercised in full, the percentage of shareholding of Skyblue before and after such repurchase based on the issued share capital as at the Latest Practicable Date is 64.21% and would be increased to approximately 71.35% respectively.

On the basis of the aforesaid increase of shareholding held by Skyblue, the Directors are not aware of any consequences of such repurchases of Shares that would result in Skyblue or any other Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. If the Repurchase Mandate were exercised in full, the percentage of shareholding held by Skyblue and other connected persons will exceed 75% and thus, the number of the Company's shares held by the public would fall below 25% of the total number of Shares in issue. The Company has no present intention to repurchase Shares or exercise the Repurchase Mandate in full so that the public float of the Company would not fall below 25% of the total number of Shares in issue.

SHARE PRICES

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest prices at which Shares were traded on the Stock Exchange were as follows:

| | Highest (HK\$) | Lowest (HK\$) |
|--|--------------------------|-------------------------|
| 2007 | | |
| July | 1.97 | 1.51 |
| August | 1.92 | 1.41 |
| September | 1.62 | 1.40 |
| October | 1.55 | 1.48 |
| November | 1.56 | 1.48 |
| December | 1.82 | 1.50 |
| 2008 | | |
| January | 1.55 | 1.45 |
| February | 1.59 | 1.49 |
| March | 1.56 | 1.45 |
| April | 1.56 | 1.50 |
| May | 1.53 | 1.47 |
| June | 1.56 | 1.47 |
| July (up to the Latest Practicable Date) | 1.49 | 1.38 |

SHARE REPURCHASE MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

GENERAL

None of the Directors, to the best of his/her knowledge, and having made all reasonable enquiries, nor any of his/her associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company or its subsidiaries. The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate to repurchase Shares in accordance with the Listing Rules and applicable laws of the Cayman Islands.

No connected person (as defined in the Listing Rules) of the Company, has notified the Company that he/she has a present intention to sell Shares held by him/her to the Company, or has undertaken not to sell Shares to the Company in the event that the Company is authorised to make repurchases of the Shares.

NOTICE OF AGM



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 IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Room 1301-1305, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on Friday, 29 August 2008 at 11:00 am for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements and the reports of the directors (“Directors”) and auditors of the Company and its subsidiaries (collectively “Group”) for the year ended 31 March 2008.
2. To declare a final dividend for the year ended 31 March 2008.
3.
 - (a) To re-elect the retiring Directors.
 - (b) To authorise the board of Directors to fix their remuneration.
4. To re-appoint the retiring auditors and authorise the board of Directors to fix their remuneration.
5. To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:
 - (A) “**THAT:**
 - (1) a general mandate be and is hereby unconditionally given to the board of Directors of the Company during the Relevant Period to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the board of Directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers at any time during or after the end of the Relevant Period; and

NOTICE OF AGM

(b) the aggregate nominal amount of shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the board of Directors of the Company pursuant to such mandate, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to employees of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (iv) any scrip dividend or other similar scheme implemented in accordance with the Memorandum and Articles of Association of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution; and

(2) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the board of Directors of the Company to holders of shares on its register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the board of Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

NOTICE OF AGM

(B) “THAT:

- (1) a general mandate be and is hereby unconditionally given to the board of Directors of the Company during the Relevant Period to exercise all powers of the Company to repurchase shares in the capital of the Company subject to the following conditions:
 - (a) the exercise of all powers pursuant to such mandate shall be subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other applicable stock exchange; and
 - (b) the aggregate nominal amount of shares in the share capital of the Company which may be purchased pursuant to such mandate shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.
- (2) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF AGM

- (C) “**THAT** the general mandate granted to the board of Directors of the Company pursuant to the authority given in the resolution set out in item 5(A) in the notice convening this Meeting to issue, allot or otherwise deal with additional shares of the Company during the Relevant Period (as defined in that resolution) be and is hereby extended by the addition to the aggregate nominal amount of shares in the capital of the Company which may be issued, allotted or otherwise dealt with pursuant to such general mandate of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the board of Directors of the Company pursuant to their exercise of the powers of the Company to repurchase such shares in accordance with resolution 5(B) above, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

By order of the Board
Wong Ka Yan
Company Secretary

Hong Kong, 29 July 2008

Notes:

- (1) A member entitled to attend and vote at the meeting (if a member who is the holder of two or more shares) is entitled to appoint one or more proxies 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 Rooms 1901-02, 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 any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so desire.
- (3) The register of members of the Company will be closed from Monday, 25 August 2008 to Friday, 29 August 2008, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend to be approved at the forthcoming Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Union Registrars Limited, at Rooms 1901-02, Fook Lee Commercial Centre, Town Plaza, 33 Lockhart Road, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Friday, 22 August 2008.
- (4) If approved, the final dividend will be payable on Friday, 5 September 2008.
- (5) As at the date of this circular, the Executive Directors of the Company are Mr. Wong Man Kit, Ms. Ng Sui Chun, Mr. Wong Ling Sun, Vincent and Mr. Chan Man Chun, and the Independent Non-Executive Directors are Dr. Lee Peng Fei, Allen, Dr. Leung Chi Keung and Mr. Lam Wai Keung.