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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of AMS Public Transport Holdings Limited (the “**Company**”) will be held at Room 1301-1305, Abba Commercial Building, 223 Aberdeen Main Road, Hong Kong on 27 March 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the agreement (the “**New Minibus Leasing Agreement**”) dated 18 February 2009 and conditionally entered into between Maxson Transportation Limited, Glory Success Transportation Limited and Hong Kong & China Transportation Consultants Limited as owners and Gurnard Holdings Limited as lessee in relation to, among other things, the leasing of public light buses for the three years from 1 April 2009 to 31 March 2012, a copy of which has been produced to the meeting marked “A” and has been initialed by the Chairman of the meeting for identification purpose, be and is hereby approved and that any one director of the Company (the “**Director**”) be and is hereby authorised 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 New Minibus Leasing Agreement and all transactions contemplated therein, including such changes and amendments thereto as any one Director may consider necessary, desirable and expedient; and

- (b) the New Annual Cap (such term shall have the meaning as defined in the circular to the shareholders of the Company dated 11 March 2009) be and is hereby approved and that any Director be and is hereby authorised 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) in connection therewith."

By order of the board of
AMS Public Transport Holdings Limited
Wong Man Kit
Chairman and executive Director

Hong Kong Special Administrative Region
11 March 2009

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote in his stead. A proxy need not be a member of the Company.
2. In order 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 certified copy of such power or authority must be deposited at Union Registrars Limited, the Company's branch share registrar in Hong Kong, at Room 1901-2, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so desire.
3. As at the date hereof, the board of Directors comprises four executive Directors, namely Mr. Wong Man Kit, Ms. Ng Sui Chun, Mr. Chan Man Chun and Mr. Wong Ling Sun Vincent and three independent non-executive Directors, namely Dr. Leung Chi Keung, Dr. Lee Peng Fei Allen and Mr. Lam Wai Keung.