



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 Extraordinary General Meeting (“Meeting”) – 27 March 2009

I/We, (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares of HK\$0.10 each in the capital of AMS Public Transport Holdings Limited (“Company”), **HEREBY APPOINT (Note 3) 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 Friday, 27 March 2009 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolution 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 RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
Ordinary resolution to approve (i) the 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; and (ii) 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) and all transactions contemplated thereby		

Signature (Note 5) _____ Date _____ 2009

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **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.
5. This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
6. 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 certified copy thereof, must be lodged 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.
7. 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.
8. 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.