

AMS PUBLIC TRANSPORT HOLDINGS LIMITED

進智公共交通控股有限公司

(the “Company”)

(A company incorporated in the Cayman Islands with limited liability)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR
ELECTION AS A DIRECTOR**

1. The procedures for the shareholders of the Company (the “**Shareholders**”) to propose a person for election as a director of the Company (a “**Director**”) are generally governed by the provisions of the articles of association of the Company (the “**Articles**”) and the applicable laws, rules and regulations (including without limitation the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Shareholders’ attention is particularly drawn to Article 88 of the Articles.
2. A Shareholder may propose a person (other than himself/herself) (the “**Candidate**”) for election as a Director at an annual general meeting or an extraordinary general meeting (convened on requisition of Shareholders) of the Company in the following manner:
 - (a) a Shareholder duly qualified to attend and vote at the relevant general meeting of the Company (the “**Nominating Shareholder**”) shall lodge with the Company or its branch share registrar in Hong Kong a written notice of its/his/her intention to propose the Candidate for election at such general meeting (the “**Nominating Shareholder’s Notice**”), signed by the Nominating Shareholder, in the manner stipulated in paragraph 3 below; and
 - (b) a written notice signed by the Candidate stating his/her willingness to be elected as a Director and specifying his/her full name and address (the “**Candidate’s Notice**”) shall be lodged with the Company or its branch share registrar in Hong Kong in the manner stipulated in paragraph 3 below.

3. Both of the Nominating Shareholder's Notice and the Candidate's Notice shall be lodged with (i) the Company at its head office at 11-12/F, Abba Commercial Building, 223 Aberdeen Main Road, Aberdeen, Hong Kong, or (ii) the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, for the attention of the board of Directors or the company secretary of the Company, within seven (7) days after the date of the notice of the general meeting appointed for such election.
4. The Nominating Shareholder's Notice given pursuant to paragraph 2(a) above must:
 - (a) specify the full name and address, as they appear in the Company's share register, of the Nominating Shareholder;
 - (b) specify the number of shares owned by the Nominating Shareholder on the date of the Nominating Shareholder's Notice; and
 - (c) be accompanied by the information specified under paragraph 5 below.
5. In order to enable the other Shareholders to make an informed decision on the proposed election of the Candidate as a Director and for the sake of due compliance with the Listing Rules, the Nominating Shareholder's Notice given pursuant to paragraph 2(a) above shall be accompanied by the following biographical information of the Candidate:
 - 5.1 the age and the full name (English and Chinese (if any));
 - 5.2 positions held with the Company and other members of the Company's group (if any);
 - 5.3 experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
 - 5.4 current employment and such other information (which may include business experience and academic qualifications) of which the

Shareholders should be aware, pertaining to the ability or integrity of the Candidate;

- 5.5 relationships with any Directors, senior management or substantial or controlling shareholders (within the meanings of the Listing Rules) of the Company;
- 5.6 interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
- 5.7 full particulars of any public sanctions made against him/her by statutory or regulatory authorities;
- 5.8 if he/she has at any time been adjudged bankrupt or insolvent, the court by which he/she was adjudged bankrupt or insolvent and, if discharged, the date and conditions on which he/she was granted his/her discharge;
- 5.9 if he/she has at any time been a party to a deed of arrangement or entered into any form of arrangement or composition with his/her creditors, full particulars of the deed of arrangement or the arrangement or composition with his/her creditors;
- 5.10 full particulars of any unsatisfied judgments or court orders of continuing effect against him/her;
- 5.11 all information as required under Rule 13.51(2)(l) to (v) of the Listing Rules;
- 5.12 any other matters that need to be brought to the attention of the other Shareholders; and
- 5.13 contact details (such as physical address, email address and telephone number),

where there is no information to be given pursuant to any of the above items, an appropriate negative statement to that effect.

6. In order to ensure that the other Shareholders will have sufficient time to receive and consider the information of the Candidate, the Nominating Shareholder is urged to submit the Nominating Shareholder's Notice as well as the Candidate's Notice in the prescribed manner within the stipulated timeframe under paragraph 3 above as early as practicable, so that a supplemental circular or an announcement containing the requisite information of the Candidate can be dispatched or published to all Shareholders as soon as practicable without the need of adjourning the relevant general meeting.

** This document is written in both English and Chinese languages. In the event of discrepancy between the English and the Chinese versions, the English version shall prevail.*