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AUTOMATED

AUTOMATED SYSTEMS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 771)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Automated Systems Holdings Limited (the “**Company**”) will be held at 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong on 15th May 2013 at 10:00 a.m. (or as soon thereafter as the 2013 annual general meeting of the Company convened at the same place and on the same date at 9:30 a.m. shall have been concluded or adjourned) for the purpose of considering and if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“**THAT:**

1. “the Regulated Transactions (as defined in the circular of the Company dated 24th April 2013 (the “**Circular**”)) on the terms and conditions contained in the Supply Agreement (as defined in the Circular) dated 21st March 2013, the Proposed Annual Caps (as defined in the Circular) thereof and the transactions contemplated under the Regulated Transactions and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified (copies of the Circular and the Supply Agreement have been produced to the Meeting and marked “A” and “B” respectively and initialed by the chairman of the Meeting for the purpose of identification), and that the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds (including without limitation the Product Contract(s) (as defined in the Circular), Service Contract(s) (as defined in the Circular) and the Lease Agreement(s) (as defined in the Circular)) and to do all such acts and things and to take all such steps as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions contemplated under the Regulated Transactions (including the Proposed Annual Caps thereof) and all other matters incidental thereto as the directors of the Company may in their absolute discretion consider to be in the interests of the Company.”
2. “the Distributor Agreement (as defined in the Circular) dated 21st March 2013 and the proposed annual caps for the License Fees (as defined in the Circular) (together with any other charges relating to the handling, packaging, marking, storage and transportation of the IT Products (as defined in the Circular)) as set out in the “Letter from the Board” in the Circular and the transactions contemplated under the Distributor Agreement, be and are hereby approved,

confirmed and ratified (copy of the Distributor Agreement has been produced to the Meeting and marked “C” and initialed by the chairman of the Meeting for the purpose of identification), and that the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds (including without limitation the Purchase Order(s)) (as defined in the Circular)) and to do all such acts and things and to take all such steps as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions contemplated under the Distributor Agreement (including the proposed annual caps thereof) and all other matters incidental thereto as the directors of the Company may in their absolute discretion consider to be in the interests of the Company and its shareholders as a whole.”

By order of the Board
Automated Systems Holdings Limited
Chan Chung Lei, Joan
Company Secretary

Hong Kong, 24th April 2013

Notes:

1. The Register of Members will be closed from 10th May 2013 to 15th May 2013 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the above meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Branch Registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on 9th May 2013.
2. All resolutions to be considered at the Meeting will be taken by poll. On voting by poll, every member of the Company present in person or by a duly authorised corporate representative or by proxy shall have one vote for every fully paid share of the Company of which such member is the holder.
3. A shareholder of the Company entitled to attend and vote at this meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him, and on a poll, votes may be given either personally or by a duly authorised representative or by proxy in accordance with the bye-laws of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend this meeting. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
5. A form of proxy for use at the Meeting is enclosed with the Circular. Whether or not you intend to attend the Meeting or any adjourned meeting in person, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company’s branch registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
6. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting at the Meeting or any adjournment thereof if he so wishes.

As at the date hereof, the board of directors of the Company comprises Mr. Lai Yam Ting, Ready, Mr. Hui Wing Choy, Henry and Mr. Leung Tat Kwong, Simon being Executive Directors, Mr. Hu Liankui and Mr. Wang Weihang being Non-Executive Directors and Ms. Young Meng Ying, Mr. Lu Jiaqi and Ms. Xu Peng being Independent Non-Executive Directors.