

**IMPORTANT**

Reference is made to the prospectus issued by Automated Systems Holdings Limited (the "Company") dated 3rd February 2017 in relation to the Rights Issue (the "Prospectus"). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

**THIS EAF IS VALUABLE BUT IS NOT TRANSFERABLE AND IS ONLY FOR THE USE BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR THE EXCESS RIGHTS SHARES IN ADDITION TO THOSE RIGHTS SHARES PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM. THIS EAF REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING PAL EXPIRES AT 4:00 P.M. ON FRIDAY, 17TH FEBRUARY 2017.**

**IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS EAF OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISERS.**

A copy of this EAF, together with a copy of other Rights Issue Documents and the written consent referred to in the paragraph headed "7. Expert" in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

Dealings in the Shares and the Rights Shares in both their nil-paid form and fully-paid forms may be settled through CCASS operated by HKSCC and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this EAF, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this EAF. The Underwriting Agreement contains provisions granting the Underwriter a right to terminate its obligations on the occurrence of certain events, which are set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus. If the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms, the Rights Issue will not proceed. Please refer to the paragraph headed "Rights Issue – Conditions of the Rights Issue" in the section headed "Letter from the Board" in the Prospectus for further details of the conditions of the Rights Issue.

**The Shares have been dealt with on an ex-rights basis from Friday, 20th January 2017. Dealings in the Rights Shares in the nil-paid form are expected to take place from Tuesday, 7th February 2017 to Tuesday, 14th February 2017 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter on or before 4:00 p.m. on Tuesday, 21st February 2017 or such later time and/or date as may be agreed between the Company and the Underwriter, the Rights Issue will not proceed. Any Shareholders or other persons dealing or contemplating dealing in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases), and any dealings in the nil-paid Rights Shares between Tuesday, 7th February 2017 and Tuesday, 14th February 2017 (both days inclusive), shall bear the risk that the Rights Issue may not become unconditional and may not proceed. Any Shareholders or other persons dealing or contemplating dealing in the Shares or nil-paid Rights Shares are recommended to consult their own professional advisers.**

This EAF and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.



## **AUTOMATED SYSTEMS HOLDINGS LIMITED**

(incorporated in Bermuda with limited liability)

(stock code: 771)

**RIGHTS ISSUE OF 175,394,450 RIGHTS SHARES OF PAR VALUE HK\$0.10 EACH  
AT HK\$1.10 PER RIGHTS SHARE ON THE BASIS OF ONE RIGHTS SHARE  
FOR EVERY TWO EXISTING SHARES HELD ON RECORD DATE  
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON FRIDAY, 17TH FEBRUARY 2017**

### **EXCESS APPLICATION FORM**

Hong Kong Branch share registrar

and transfer office:

Tricor Tengis Limited

Level 22

Hopewell Centre

183 Queen's Road East,

Hong Kong

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Head office and principal place of  
business in Hong Kong:

15th Floor, Topsail Plaza

11 On Sum Street

Shatin

New Territories

Hong Kong

Name(s) and address of Qualifying Shareholder(s)

Application can only be made by the  
Qualifying Shareholder(s)  
named here.

To: The Directors

**Automated Systems Holdings Limited**

Dear Sirs,

I/We, being the registered holder(s) named above of the Shares, hereby irrevocably apply for \_\_\_\_\_ excess Rights Share(s) at the Subscription Price of HK\$1.10 per Rights Share under the Rights Issue in respect of which I/we enclose a separate remittance by cheque or cashier's order in favour of "Automated Systems Holdings Limited – Excess Application Account" and crossed "Account Payee Only" issued for HK\$ \_\_\_\_\_ being payment in full on application for the aforementioned number of excess Rights Share(s). I/we hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our risk to the address shown above my/our share certificate(s) for the number of additional Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any application money refundable to me/us. I/We understand that allotment in respect of this application shall be made by the Directors that any excess Rights Shares will be allocated to Qualifying Shareholders who apply for them on a pro rata basis on the number of excess Rights Shares applied for, without involving allocation of any fractional Rights Share. No reference will be made to the Rights Shares subscribed through applications by the PAL(s) or the existing number of Shares held by the Qualifying Shareholders; and no preference will be made to topping up odd lots to whole board lots.

I/We, hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and this EAF and subject to the memorandum of association and the bye-laws of the Company. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as holder(s) of such Rights Shares.

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of applicant(s) (all joint applicants must sign)

Name of bank on which cheque/cashier's order is drawn: \_\_\_\_\_ Cheque/cashier's order number: \_\_\_\_\_

Date: \_\_\_\_\_ 2017 Contact Tel No: \_\_\_\_\_

## PROCEDURES FOR APPLICATION

This EAF should be completed, signed and lodged, together with payment by cheque or cashier's order as to HK\$1.10 per Rights Share for the number of excess Rights Shares applied for, with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, so as to be received by no later than 4:00 p.m. on Friday, 17th February 2017. All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**Automated Systems Holdings Limited – Excess Application Account**" and crossed "**Account Payee Only**". All enquiries in connection with this EAF should be addressed to the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. It should be noted that the lodging of this EAF does not assure you of being allocated any Rights Shares in excess of those of your provisional allotments.

All cheques and bank's cashier orders will be presented for payment immediately upon receipt and all interest earned on such application monies (if any) will be retained for the benefit of the Company. Completion and return of this form together with a cheque or cashier's order in payment for the excess Rights Shares applied for will constitute a warranty by you that the cheque or cashier's order will be honoured on first presentation. If any cheque or cashier's order accompanying this form is dishonored on first presentation, this form is liable to be rejected. You must pay the exact amount payable upon application for the excess Rights Shares, and underpaid application will be rejected. In the event of overpaid application, a refund cheque will be made out to you only if the overpaid amount is HK\$100 or above.

The Company will notify the Qualifying Shareholders the allocation result of the excess application for Rights Shares on or about Friday, 24th February 2017 by way of announcement. If no excess Rights Shares are allotted to you, it is expected that the amount tendered on application will be returned by refund cheque to you in full by ordinary post at your own risk on or before Monday, 27th February 2017. If the number of excess Rights Shares allotted to you is less than that applied for, it is expected that the surplus application monies will be returned by refund cheque to you by ordinary post at your own risk on or before Monday, 27th February 2017. Any such cheque(s) will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant). It is expected that certificates in respect of the excess Rights Shares will be posted on or before Monday, 27th February 2017. You, except HKSCC Nominees Limited, will receive one share certificate for the entitlement to the Rights Shares in fully-paid form.

## DISTRIBUTION OF THIS EAF AND OTHER RIGHTS ISSUE DOCUMENTS

This EAF shall only be sent to the Qualifying Shareholders. The Rights Issue Documents have not been and will not be registered or filed under any applicable securities legislation of any territory or jurisdiction outside Hong Kong.

No action has been taken to permit the offering of the Rights Shares, or the distribution of any of the Rights Issue Documents, in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving a copy of any of the Rights Issue Documents in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for excess Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof.

It is the responsibility of any person (including but without limitation to nominee, agent and trustee) receiving a copy of any of the Rights Issue Documents outside Hong Kong (including the ultimate beneficial owners) of the Qualifying Shareholders and wishing to take up the Rights Shares or make an application for the Rights Shares to satisfy himself/herself/itself/themselves as to the full observance of the laws and regulations of all relevant jurisdictions including obtaining of any governmental or other consents for observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. By completing, signing and submitting this EAF, each subscriber of the Rights Shares will be deemed to have given a warranty to the Company that these local laws and requirements have been complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited has given and subject to any of the above representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.

## TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter reserves the right to terminate the arrangements set out in the Underwriting Agreement by notice in writing given by the Underwriter to the Company at any time prior to the Latest Time For Termination, if:

- (a) the occurrence of the following events would, in the reasonable opinion of the Underwriter materially and adversely affect the business, financial or trading position or prospects of the Group as a whole or otherwise makes it inexpedient or inadvisable for the Company or the Underwriter to proceed with the Rights Issue;
  - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof);
  - (ii) the occurrence of any local, national or international events or changes (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic, currency or other nature (whether or not sui generis with any of the foregoing or in the nature of any local, national or international outbreaks or escalation of hostilities or armed conflict affecting local securities market); or
  - (iii) any material adverse change in market conditions or combination of circumstances in Hong Kong (including without limitation to suspension or material restriction of trading in securities on the Stock Exchange);
- (b) the Company commits any breach of or omits to observe any of the material obligations or undertakings expressed to be assumed by it under the Underwriting Agreement;
- (c) the Underwriter shall receive notification, or shall otherwise become aware of, the fact that any of the representations or warranties by the Company in the Underwriting Agreement was, when given, or would be (when repeated), untrue or inaccurate; or
- (d) the Company shall, after any Specified Event has occurred or come to the attention of the Underwriter, fail promptly to send out any announcement or circular (after the despatch of the Rights Issue Documents), in such manner (and as appropriate with such contents) as the Underwriter may request for the purpose of preventing the creation of a false market in the securities of the Company.

Upon the giving of notice of termination pursuant to the Underwriting Agreement, all obligations of the Underwriter under the Underwriting Agreement shall cease and determine and no party shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the Underwriting Agreement, save for any fees and expenses (other than the underwriting commission) and indemnities as payable by the Company to the Underwriter under the Underwriting Agreement. If the Underwriter exercises such right, the Rights Issue will not proceed.

If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed.

If the Underwriter exercises the right to terminate or rescind the Underwriting Agreement or if any of the conditions of the Rights Issue as set out in the paragraph headed "Rights Issue – Conditions of the Rights Issue" in the section headed "Letter from the Board" in the Prospectus is not fulfilled and/or waived by the Underwriter by the Latest Time for Termination (unless specified in the relevant condition) (or such later date or date as may be agreed between the Company and the Underwriter) the monies received in respect of acceptances of the Rights Shares will be returned to you or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at your own risk to your respective registered addresses by the Registrar on or before Monday, 27th February 2017.

## GENERAL

References in this EAF to times and dates are to Hong Kong times and dates unless otherwise stated.

By completing, signing and submitting this EAF, you agree to disclose to the Company and/or the Registrar and/or their respective advisers and agent personal data and any information which they require about you or the person(s) for whose benefit you have made the application for excess Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong), the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its head office and principal place of business in Hong Kong at 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar at its address set out above.

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION  
**NO RECEIPT WILL BE GIVEN FOR REMITTANCE**