



AUTOMATED SYSTEMS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 771)

Proxy Form for Special General Meeting

I/We ^(Note 1) _____ of _____ being the registered holder(s) of _____ share(s) ^(Note 2) of HK\$0.10 each in the share capital of Automated Systems Holdings Limited (the "Company"), hereby appoint the Chairman of the meeting ^(Note 3) or _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting (or at any adjournment thereof) of the Company (the "SGM") to be held at 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong on Monday, 13th March 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions (with or without modifications) as set out in the notice convening the SGM dated 24th February 2017 (the "Notice").

I/We direct my/our proxy to vote in respect of the following resolutions at the SGM in the following manner:

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.#	(a) To approve the Increase in Authorised Share Capital; and (b) to authorise any one or more of the Directors to do all such acts and things and execute for and on behalf of the Company all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.		
2.#	(a) To approve, confirm and ratify the Placing Agreement and all the transactions contemplated thereunder; (b) to authorise the Directors to allot and issue the Convertible Bonds in accordance with the terms and conditions of the Placing Agreement; (c) to grant a specific mandate to the Directors to exercise the powers of the Company to allot and issue the Conversion Shares; and (d) to authorise any one or more of the Directors to exercise all powers of the Company and take all steps as might in his/her/their opinion be necessary, desirable or expedient to give effect to or in connection with the Placing Agreement and the Convertible Bonds.		

The full text of the ordinary resolutions is set out in the Notice.

Capitalised terms used in this proxy form shall have the same meaning as those defined in the Notice.

Date: _____

Signature ^(Note 7) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
- If you wish to appoint a proxy other than the Chairman of the SGM, please strike out "the Chairman of the meeting or" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT:** Please indicate with a "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy will vote for or against the resolution or abstain at his/her discretion. Your proxy will also be entitled to vote at this discretion on any resolution(s) properly put to the SGM other than the resolutions set out in the Notice.
- A shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her, and on a poll, votes may be given either personally or, in the case of a shareholder being a corporation, by its authorised representative or by proxy in accordance with the bye-laws of the Company. A shareholder who is a holder of two or more shares may appoint more than one proxy to attend the SGM. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed.
- Where there are joint registered holders of any share of the Company, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- This proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this proxy form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the SGM or any adjournment thereof.
- Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- Your Personal Data may be used in connection with processing your appointment of proxy and instructions.
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrars and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. We have the right to charge a reasonable fee for processing any Personal Data access request. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.