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## **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 “**SGM**”) 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 Wednesday, 22nd March 2017 at 10:00 a.m. for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolution (the “**Resolution**”) as an ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT**

- (a) the agreement and plan of merger (the “**Merger Agreement**”) dated 16th December 2016 entered into between the Company, GDD International Holding Company (the “**Purchaser**”), GDD International Merger Company (the “**Merger Sub**”), Grid Dynamics International, Inc. (the “**Target Company**”) and the security holder representative of the Target Company in relation to the merger (the “**Merger**”) of the Target Company and the Merger Sub, with the Target Company as the surviving corporation and wholly-owned by the Purchaser as an indirect wholly-owned subsidiary of the Company, and the transactions contemplated thereunder, including but not limited to the Merger, be and are hereby approved, confirmed and ratified; and
- (b) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute for and on behalf of the Company, including under seal where applicable, 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 Merger Agreement and the transactions contemplated thereunder.”

By Order of the Board  
**Automated Systems Holdings Limited**  
**Wang Yueou**  
*Executive Director and Chief Executive Officer*

Hong Kong, 6th March 2017

*Notes:*

- (a) Voting on the Resolution will be taken by way of 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.
- (b) A shareholder of the Company entitled to attend and vote at the SGM shall be 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 duly authorised representative or by proxy in accordance with the bye-laws of the Company. A shareholder of the Company who is the holder of two or more shares of the Company 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.
- (c) 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.
- (d) The instrument appointing a proxy and 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 with 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 fixed for holding the SGM.
- (e) A proxy form for use at the SGM is enclosed with the circular to the shareholders of the Company.
- (f) Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the SGM or any adjournment thereof if he/she so wishes.

*As of the date of this notice, the board of directors of the Company comprises Mr. Wang Weihang and Mr. Wang Yueou being Executive Directors; Mr. Li Wei and Mr. Cui Yong being Non-Executive Directors; and Mr. Pan Xinrong, Mr. Deng Jianxin and Ms. Ye Fang being Independent Non-Executive Directors.*