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If you have sold or transferred all your shares in Automated Systems Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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AUTOMATED SYSTEMS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 771)

**PROPOSALS FOR
(1) GENERAL MANDATES TO REPURCHASE SHARES
AND ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) BONUS ISSUE;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Automated Systems Holdings Limited to be held at 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong on Wednesday, 16th May 2018 at 9:30 a.m. is set out on pages 19 to 23 of this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Hong Kong, 13th April 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the 2018 annual general meeting of the Company to be held at 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong on Wednesday, 16th May 2018
“Board”	the board of Directors
“Bonus Issue”	the proposed issue of the Bonus Shares to the Qualifying Shareholders on the basis of two (2) Bonus Shares for every ten (10) existing Shares held on the Record Date
“Bonus Share(s)”	the new Share(s) proposed to be issued under the Bonus Issue
“Bye-laws”	the bye-laws of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Company”	Automated Systems Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 771)
“controlling shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Convertible Bonds”	HKD denominated zero coupon convertible bonds due on 21st March 2020 in an aggregate principal amount of HK\$350,000,000 issued by the Company on 21st March 2017
“core connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	Monday, 9th April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) whom the Board, after making enquiries, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant foreign regulatory body or stock exchange in that place not to extend the Bonus Issue to them
“Notice”	the notice of the AGM set out on pages 19 to 23 of this circular
“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown on the register of members of the Company on the Record Date is/are outside Hong Kong
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholder(s)), who are entitled to the Bonus Issue
“Record Date”	Tuesday, 29th May 2018 being the date for determination of entitlement to final dividend and the Bonus Shares
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value HK\$ 0.10 each in the share capital of the Company (or such other nominal amount as shall result from a sub-division, consolidation, reclassification, or reconstruction of the share capital of the Company, from time to time)
“Shareholder(s)”	holder(s) of Share(s) in issue

DEFINITIONS

“Share Options”	the share options granted by the Company pursuant to the Share Option Schemes entitling the holders thereof to subscribe for the Shares
“Share Option Schemes”	the share option schemes of the Company adopted by ordinary resolutions of the Shareholders on 8th August 2002 and 13th March 2017, respectively
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“%”	per cent

EXPECTED TIMETABLE

The expected timetable for the final dividend and the Bonus Issue is set out below:

Events	2018 (Hong Kong time)
Latest time for lodging transfer of Shares for entitlement to attend and vote at the AGM	4:30 p.m. on Thursday, 10th May
Closure of register of members to ascertain Shareholders' entitlement to attend and vote at the AGM	Friday, 11th May to Wednesday, 16th May (both days inclusive)
Latest time and date for lodging proxy forms for the AGM	9:30 a.m. on Monday, 14th May
Record date for determining entitlement to attend and vote at the AGM	Wednesday, 16th May
AGM	9:30 a.m. on Wednesday, 16th May
Publication of poll results of AGM	Wednesday, 16th May
Last day of dealings in Shares on a cum-entitlement basis	Friday, 18th May
First day of dealings in Shares on an ex-entitlement basis	Monday, 21st May
Latest time for lodging transfers of Shares for entitlement to the final dividend and the Bonus Shares	4:30 p.m. on Wednesday, 23rd May
Closure of register of members for entitlement to the final dividend and the Bonus Shares	Thursday, 24th May to Tuesday, 29th May (both days inclusive)
Record Date for determining the entitlement to the final dividend and the Bonus Shares	Tuesday, 29th May
Despatch of final dividend warrants and share certificates of Bonus Shares	Friday, 8th June
Commencement of dealings in Bonus Shares	9:00 a.m. on Monday, 11th June
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Shares	9:00 a.m. on Monday, 11th June
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of Shares	4:00 p.m. on Friday, 29th June

Dates or deadlines specified in the above expected timetable and other parts of this circular may be changed by the Company and in the event of any consequential changes, the Company will make a further announcement.

LETTER FROM THE BOARD



AUTOMATED SYSTEMS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 771)

Executive Directors:

Mr. Wang Weihang

Mr. Wang Yueou (*Chief Executive Officer*)

Non-Executive Directors:

Mr. Li Wei (*Chairman*)

Mr. Cui Yong

Independent Non-Executive Directors:

Mr. Pan Xinrong

Mr. Deng Jianxin

Ms. Or Siu Ching, Rerina

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

Hong Kong, 13th April 2018

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO REPURCHASE SHARES
AND ISSUE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) BONUS ISSUE;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM of the Company to be held on Wednesday, 16th May 2018. The proposed resolutions include (i) granting the Directors general mandates to repurchase and issue Shares and extension of general mandates to issue additional Shares; (ii) the re-election of Directors; and (iii) the Bonus Issue.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 17th May 2017, a general and unconditional mandate was given to the Directors to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the number of issued Shares as at that date. No Share has been repurchased pursuant to such repurchase mandate.

Under the terms of the repurchase mandate and the Listing Rules, such repurchase mandate will lapse at (i) the conclusion of the next annual general meeting of the Company; or (ii) the revocation or variation of the authority by ordinary resolution of the Shareholders in general meeting; or (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held, whichever is the earliest (the “Relevant Period”).

The Directors believe that such repurchase mandate is in the interests of the Company and Shareholders. Accordingly, an ordinary resolution will be proposed at the AGM which will give the Directors a general and unconditional mandate to exercise all power of the Company to repurchase Shares at any time until the next annual general meeting of the Company following the passing of such resolution up to a maximum of 10% of the number of issued Shares at the date of passing such resolution (the “Repurchase Mandate”).

The explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate is set out in Appendix I to this circular.

The full text of the ordinary resolution to be proposed at the AGM in relation to the Repurchase Mandate is set out in resolution 5 in the Notice.

3. GENERAL MANDATES TO ISSUE SHARES

At the annual general meeting of the Company held on 17th May 2017, a general and unconditional mandate was also given to the Directors to issue, allot and deal with additional Shares up to a maximum of 20% of the number of issued Shares as at that date. A further general mandate was also given to the Directors to allot and issue Shares repurchased by the Company pursuant to the Repurchase Mandate.

Such general mandates will lapse after the Relevant Period. The Directors believe that such mandates are in the interests of the Company and Shareholders. The purpose of such general mandates is to give the Directors flexibility to issue and allot Shares pursuant to any capital raising need that may arise from time to time where the Directors believe it is in the best interests of Shareholders to do so. Accordingly, general mandates will be sought from Shareholders at the AGM to authorise the Directors to issue, allot and deal with additional Shares up to a maximum of 20% of the number of issued Shares at the date of passing such resolution which will be 134,118,860 Shares on the basis of 670,594,304 Shares in issue as at the Latest Practicable Date subject to no further Shares are issued or purchased prior to the date of AGM (the “Issue Mandate”) and to extend the Issue Mandate to allot and issue Shares repurchased by the Company.

The full text of the ordinary resolutions to be proposed at the AGM in relation to the Issue Mandate are set out in resolutions 6 and 7 in the Notice.

LETTER FROM THE BOARD

4. RE-ELECTION OF DIRECTORS

In relation to resolution 3 in the Notice regarding re-election of Directors, Mr. Wang Weihang, Mr. Cui Yong and Mr. Deng Jianxin will retire by rotation at the AGM and being eligible, offer themselves for re-election at the AGM pursuant to the Bye-law 99.

Mr. Deng Jianxin, being an Independent Non-Executive Director of the Company eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Deng Jianxin is independent in accordance with the independence guidelines. Also, in view of his extensive knowledge and experience, the Company recommends the above Independent Non-Executive Director to be re-elected as Director at the AGM.

Under resolution 3 in the Notice, the re-election of Directors will be individually voted on by Shareholders.

Pursuant to Rule 13.74 of the Listing Rules, the biographical and other details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. BONUS ISSUE

As stated in the Company's announcement dated 28th March 2018 relating to the audited consolidated results of the Group for the year ended 31st December 2017, amongst other matters, the Board has resolved to recommend the Bonus Issue on the basis of two (2) Bonus Shares for every ten (10) existing Shares held by the Qualifying Shareholders on the Record Date.

The Bonus Shares will be allotted and issued, credited as fully paid-up, by way of capitalisation of an amount equal to the aggregate nominal amount of the Bonus Shares amounting to HK\$13,411,886 (based on the total number of issued Shares as at the Latest Practicable Date) standing to the credit of the retained earnings account of the Company.

The Bonus Shares, when issued, will rank *pari passu* in all respects with the then existing Shares in issue, including the entitlement to receiving all future dividends and distributions which are declared on or after the date of allotment and issue of Bonus Shares, but will not be entitled to any dividend declared or recommended by the Company for the year ended 31st December 2017. The Bonus Issue is non-renounceable. Fractional entitlements to the Bonus Shares will not be allotted to the Shareholders. The Bonus Shares representing fractional entitlements will be aggregated and sold and the sale proceeds, after deduction of the related expenses, will be retained by and for the benefit of the Company. For administration's sake and in view of the expected small cash amounts involved, the Company would not consider distributing cash in lieu of fractional entitlements to the Bonus Shares to any individual Shareholders.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were a total of 670,594,304 Shares in issue. Assuming that there will be no change in the number of Shares in issue from the Latest Practicable Date up to and including the Record Date, a maximum of 134,118,860 Bonus Shares will be issued under the Bonus Issue.

a. Conditions of the Bonus Issue

The Bonus Issue is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM for approving the Bonus Issue;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Bermuda and the Bye-laws to effect the Bonus Issue.

b. Reasons and Benefits for the Bonus Issue

The Board believes that the Bonus Issue will enable the Group to maintain its cash position for future development and enhance the liquidity on capital level. The Bonus Issue will capitalise part of the retained earnings account of the Company and increase the number of Shares to be held by the Shareholders without incurring any significant cost, which will give them flexibility in managing their investment portfolios by way of disposing a portion of their Shares to realise cash return to meet their financial needs under favourable market conditions. Based on the closing price of HK\$1.80 per Share as at the Latest Practicable Date, the theoretical price per Share is expected to be HK\$1.50 after the Bonus Issue has taken place, and the board lot of 2,000 Shares is expected to decrease from HK\$3,600 as at the Latest Practicable Date to HK\$3,000 after the Bonus Issue has taken place.

As illustrated above, the Bonus Issue will increase the number of Shares to be held by the Shareholders, reduce the share price and reduce the trading price of each board lot. Besides, as referred to the Bonus Shares issued by the Company in 2016 and 2017 (the “Previous Bonus Issues”), the Previous Bonus Issues were resulting in the increase of overall trading volume of the Shares. Accordingly, the Board expects that the Bonus Issue would enhance the liquidity of the Shares in the market and help to attract more investors to broaden the shareholder base of the Company.

The Board considers that issuing Bonus Shares by way of capitalisation is more efficient in terms of cost and procedures in achieving the purpose of enhancing the liquidity of the Shares in the market and maintains the practice of requiring a minimum board lot size of HK\$2,000 as compared with other alternative actions (such as (i) change in board lot size which will not increase the number of Shares and (ii) sub-division of Shares which will involve alteration in the share capital of the Company). Seeing that odd lots will arise as a result of the Bonus Issue, the Company will provide matching services for the odd lots of the Shares in order to alleviate the difficulties arising from it.

LETTER FROM THE BOARD

As such, the Board considers the Bonus Issue could potentially improve the trading liquidity of the Shares which will be beneficial to the Company and the Shareholders as a whole.

c. Record dates and closure of Register of Members of the Company

To determine the Shareholders' entitlement to the proposed final dividend and the Bonus Shares, the register of members of the Company will be closed from Thursday, 24th May 2018 to Tuesday, 29th May 2018, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend and the Bonus Shares, all completed transfer forms accompanied by the relevant share certificates 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, for registration not later than 4:30 p.m. on Wednesday, 23rd May 2018.

d. Listing, dealings and share certificates for the Bonus Shares

Application has been made to the Listing Committee for the listing of, and the permission to deal in, the Bonus Shares. The Shares are not listed nor dealt in on any stock exchange other than the Stock Exchange. The Directors do not intend to apply for the listing of, or the permission to deal in, the Bonus Shares on any stock exchange other than the Stock Exchange.

Subject to the fulfilment of the conditions as set out in the paragraph headed "Conditions of the Bonus Issue" above, which include the granting of the listing of, and the permission to deal in, the Bonus Shares on the Stock Exchange, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS. Shareholders should seek the advice of their licensed securities dealers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests. All necessary arrangements will be made for the Bonus Shares to be admitted to the CCASS. All activities under the CCASS are subject to the general rules and the operational procedures of the CCASS in effect from time to time.

It is expected that share certificates for the Bonus Shares will be posted by ordinary post on or before Friday, 8th June 2018 after all the conditions of the Bonus Issue have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. In the case of a joint holding, the share certificates for the Bonus Shares will be posted to the address of the person whose name stands first on the register of members of the Company on the Record Date. Dealings in the Bonus Shares on the Stock Exchange are expected to commence on Monday, 11th June 2018.

Stamp duty in Hong Kong will be payable in respect of dealings in the Bonus Shares.

LETTER FROM THE BOARD

e. Overseas Shareholders

The Company will make enquiry regarding the legal restrictions under the laws of the relevant regulatory body or stock exchange pursuant to Rule 13.36(2)(a) of the Listing Rules and, if necessary, seek legal advice(s) from overseas counsel(s) on the applicable procedural requirements for extending the Bonus Issue to the Overseas Shareholders. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Bonus Shares will not be issued to those Overseas Shareholders, i.e. the Non-Qualifying Shareholders and the Company will issue an announcement regarding such decision as soon as practicable after the Record Date. In such circumstances, arrangements will be made for the Bonus Shares, which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of sale, after deduction of the related expenses, will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro-rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company.

As at the Latest Practicable Date, there were two Overseas Shareholders whose registered addresses as shown on the register of members of the Company are located at the United Kingdom and the People's Republic of China (the "PRC"), respectively. The Company has made enquiries with legal advisers of such relevant jurisdictions as to the laws of the relevant jurisdictions regarding the respective legal restrictions applicable to extending the Bonus Shares to such Shareholders in such places. According to the preliminary views of the overseas legal advisers, there is no legal restriction on the Company that prevents the issuance of Bonus Shares to such Shareholders.

Notwithstanding the enquiries made by the Company with its legal advisers, any Shareholder with a registered address outside Hong Kong or otherwise residing outside Hong Kong should consult their professional advisers as to whether they are permitted to receive the Bonus Shares under the Bonus Issue and the taxation consequences of their decision. It is the responsibility of the Shareholders who wish to receive the Bonus Shares under the Bonus Issue to comply with the laws of the relevant jurisdiction(s).

f. Adjustments to outstanding Share Options and Convertible Bonds

As at the Latest Practicable Date, there are 28,603,110 Share Options outstanding and Convertible Bonds with the aggregate outstanding principal amount of HK\$250,000,000 entitling the bondholder thereof to convert for a total of 229,357,798 Shares. The Bonus Issue may lead to (i) adjustments to the exercise price and the number of Shares which may fall to be issued upon exercise of the outstanding Share Options; and (ii) adjustments to the conversion price and the number of Shares falling to be allotted and issued upon conversion of the outstanding Convertible Bonds. Other than the outstanding Share Options and Convertible Bonds, the Company does not have any warrants, options, or other securities exchangeable or convertible into Shares as at the Latest Practicable Date. The Company will make further announcement upon the aforesaid adjustments to the Share Options and the Convertible Bonds, if any adjustment is required to be made.

LETTER FROM THE BOARD

6. ODD LOT ARRANGEMENT

In order to alleviate the difficulties arising from the existence of odd lots of Shares due to the Bonus Issue, the Company has appointed One China Securities Limited as the designated broker to stand in the market to provide matching services for the odd lots of the Shares on a best effort basis during the period from 9:00 a.m. on Monday, 11th June 2018 to 4:00 p.m. on Friday, 29th June 2018 (both days inclusive). Holders of odd lots of the Shares who wish to take advantage of these services either to dispose of their odd lots of the Shares or to top up to a board lot of 2,000 Shares may contact Mr. Frankie Mak of One China Securities Limited at telephone number (852)3188-2676 during the aforesaid period.

Shareholders should note that the above matching services are on a best effort basis only and successful matching of the sale and purchase of odd lots of Shares is not guaranteed. Shareholders who are in doubt about such matching service are recommended to consult their own professional advisers.

7. VOTING BY WAY OF POLL

Pursuant to Bye-law 70, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand of a poll) demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

The chairman of the AGM will demand a poll on all resolutions proposed at the AGM.

The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

8. AGM

The Notice is set out on pages 19 to 23 of this circular.

There is enclosed a proxy form for use at the AGM. A Shareholder entitled to attend and vote at the AGM 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. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend the AGM. A proxy need not be a Shareholder. 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. Whether or not Shareholders intend to be present at the AGM, Shareholders are requested to complete the proxy form and return it to 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 appointed for holding the AGM or any adjournment thereof.

Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should the Shareholders so wish.

9. RECOMMENDATION

The Directors believe that the proposals mentioned above, including the proposals for the grant of the Repurchase Mandate, the Issue Mandate, the re-election of Directors and the Bonus Issue, are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of all of these resolutions to be proposed at the AGM.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Automated Systems Holdings Limited
Wang Yueou
Executive Director and Chief Executive Officer

This appendix serves as an explanatory statement, as required under the Listing Rules, to provide information to the Shareholders to enable them to make an informed decision as to whether to vote for or against the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 670,594,304 Shares.

Subject to the passing of the relevant ordinary resolutions and on the basis that no further Share is issued or repurchased prior to the AGM, the issued share capital of the Company will comprise 670,594,304 Shares and the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 67,059,430 Shares during the course of the period prior to the next annual general meeting of the Company.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases are beneficial to the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purchase in accordance with its Bye-laws, the applicable laws of Bermuda and the Listing Rules. Under Bermuda law, the amount of capital to be repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant Shares or the funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on a repurchase may only be paid out of the funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company.

The Directors at present have not decided which proposed source of funding is to be used when the Repurchase Mandate is exercised.

There might be a material adverse effect on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to and including the Latest Practicable Date were as follows:

	Highest Price HK\$	Shares	Lowest Price HK\$
2017			
April	1.19		0.95
May	1.00		0.90
June	1.18		0.89
July	1.10		0.92
August	1.06		0.94
September	1.13		0.96
October	1.03		0.95
November	0.98		0.91
December	0.98		0.87
2018			
January	1.19		0.92
February	1.17		0.96
March	2.02		1.14
April (Up to the Latest Practicable Date)	1.83		1.58

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same is applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If as a result of a share repurchase exercised pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Teamsun Technology (HK) Limited ("Hong Kong Teamsun") held 379,390,763 Shares representing approximately 56.58% of the issued share capital of the Company. On the other hand, Hong Kong Teamsun is a wholly-owned subsidiary of Beijing Teamsun Technology Co., Ltd. ("Teamsun") and Teamsun has its shares listed on the Shanghai Stock Exchange (Stock Code: 600410.SH) of the PRC. Hence, Teamsun held indirectly 379,390,763 Shares representing approximately 56.58% of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercise the Repurchase Mandate in full, then (if the present shareholdings remain the same) the shareholdings of Teamsun and Hong Kong Teamsun would be increased to approximately 62.86% of the issued share capital of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in the number of Shares held by the public falling below 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the details of Mr. Wang Weihang, Mr. Cui Yong and Mr. Deng Jianxin, all of whom will retire at the AGM in accordance with the Bye-laws and being eligible, offer themselves for re-election:

1. Mr. Wang Weihang

Mr. Wang Weihang, aged 51, has been a Director of the Company since 2009 and was re-designated from a Non-Executive Director to an Executive Director in May 2014. Mr. Wang is currently the chairman and president, and a director of Teamsun and the sole director of Hong Kong Teamsun, the Company's immediate holding company. Hong Kong Teamsun is a wholly-owned subsidiary of Teamsun, the Company's ultimate holding company listed on the Shanghai Stock Exchange (Stock Code: 600410.SH). Mr. Wang is currently a director of certain subsidiaries of Teamsun. Prior to re-designation as the chairman and president of Teamsun, Mr. Wang was the general manager of Teamsun, and the vice chairman and general manager of the first board of directors of Teamsun. Mr. Wang holds an Executive Master's Degree in Business Administration from Tsinghua University in the PRC and a Master's Degree in Semi-Conductor Materials and Microelectronic Technology from the Information and Electronic Engineering Department of Zhejiang University in the PRC. Mr. Wang was awarded as 中國軟件產業傑出企業家 (China Software Industry Outstanding Entrepreneur Laureate[#]) and 中國軟件產業功勳人物 (China Software Industry Prestige Award Laureate[#]) by China Software Industry Association in 2009. He was also awarded the "Innovation Outstanding Personality of Chinese Brand Award" in 2011.

As at the Latest Practicable Date, according to the register maintained by the Company pursuant to section 352 of the SFO, Mr. Wang was interested in 133,240,333 shares of Teamsun (which including (i) 92,069,358 shares of Teamsun were directly held by Mr. Wang; and (ii) 41,170,975 shares of Teamsun were directly held by a trust scheme, of which a company wholly-owned by Mr. Wang, Beijing Jianzheng Investment Limited[#] (北京健正投資有限公司), is one of the founders, which has 100% voting rights of the shares of Teamsun held by the trust scheme. For the purpose of the SFO, Mr. Wang, being a beneficiary of the trust scheme, is deemed to be interested in 41,170,975 shares of Teamsun).

Mr. Wang has entered into a letter of appointment with the Company for an initial term of service for three years commencing on 23rd May 2017 and shall automatically continue thereafter on yearly basis until being terminated by either party with written notice. His directorship is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. The annual director's fee payable to Mr. Wang is HK\$55,000 annual service fee for serving on the Board which is determined with reference to Mr. Wang's duties and responsibilities.

Save as disclosed above, Mr. Wang does not hold any positions with the Company and other members of the Group immediately before the Latest Practicable Date and has held no directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He is not related to any Directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interest in the Shares which is required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

2. Mr. Cui Yong

Mr. Cui Yong, aged 50, has been a Non-Executive Director of the Company since September 2015. He joined Teamsun in March 2005. He has been appointed as a director, the executive vice president and the general manager of the system information product (plate) division in Teamsun since December 2017, January 2017 and January 2015 respectively. During his tenure with Teamsun, Mr. Cui was the general manager of various divisions, including telecommunications industry, value-added storage business division and system product business division. Mr. Cui holds an Executive Master of Business Administration from Guanghua School of Management in Peking University in the PRC.

As at the Latest Practicable Date, according to the register maintained by the Company pursuant to section 352 of the SFO, Mr. Cui was interested in 1,100,000 underlying Shares of the Company in respect of share option to acquire of Shares and was interested in 1,140,000 restricted shares of Teamsun. Details of his interests are provided in the “Directors’ and Chief Executives’ Interests in Shares and Underlying Shares” section in the 2017 Annual Report of the Company.

Mr. Cui has entered into a letter of appointment with the Company for a fixed term of service for three years commencing from 17th September 2015. His directorship is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. The annual director’s fee payable to Mr. Cui is HK\$55,000 for serving on the Board, which is determined with reference to Mr. Cui’s duties and responsibilities.

Save as disclosed above, Mr. Cui does not hold any positions with the Company and other members of the Group immediately before the Latest Practicable Date and has held no directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He is not related to any Directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interest in the Shares which is required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

3. Mr. Deng Jianxin

Mr. Deng Jianxin, aged 53, has been an Independent Non-Executive Director of the Company since September 2015. He is currently an executive director of Shenzhen Zhuoyuan Capital Investment Management Co., Ltd., an executive director of Shenzhen Zhuoyi Management Consulting Co., Ltd.# (深圳市卓屹管理諮詢有限公司), an executive director of Shenzhen Zhuoyuan Enterprise Consultants Co., Ltd.# (深圳市卓元企業顧問有限公司), the chairman of Shanghai Debimai Enterprise Management Consulting Co., Ltd.# (上海德必脈企業管理諮詢有限公司), a supervisor of Shanghai Dobe Cultural & Creative Industry Development (Group) Co., Ltd. and a director of Shandong Bori Biological Energy Co., Ltd.. Mr. Deng was a partner of Beijing JD Capital Co., Ltd., a partner of Deloitte Touche Tohmatsu Limited (“Deloitte”), a full-time member of the 7th and 8th Stock Offering Approval Committee of China Securities Regulatory Commission, an independent director of Guangbo Group Stock Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 002103.SZ) and a director of Suzhou Gardens Construction Industry Corporation, a company listed on the National Equities Exchange and Quotations System (the New Third Board#) in the PRC (Stock Code: 833209.OC). Mr. Deng was mainly responsible for managing and auditing the listing of companies as well as the merger and acquisition services in Deloitte. Mr. Deng holds a Bachelor Degree in Accounting from Zhongnan University of Economics and Law in the PRC and an Executive Master’s Degree in Business Administration from Cheung Kong Graduate School of Business in the PRC.

Mr. Deng has entered into a letter of appointment with the Company for a fixed term of service for three years commencing from 30th September 2015. His directorship is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. The annual director’s fee payable to Mr. Deng is HK\$55,000 for serving on the Board, HK\$33,000 for serving as the chairman of the Company’s Audit Committee and HK\$6,600 attendance fee for each Board or committee meeting, which is determined with reference to Mr. Deng’s duties and responsibilities.

Save as disclosed above, Mr. Deng does not hold any positions with the Company and other members of the Group immediately before the Latest Practicable Date and has held no directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He is not related to any Directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interest in the Shares which is required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

For identification purpose only

NOTICE OF AGM



AUTOMATED SYSTEMS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 771)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general 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 Wednesday, 16th May 2018 at 9:30 a.m. (the “AGM”) for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 31st December 2017;
2. To declare a final dividend;
3. To re-elect the following directors of the Company (the “Director”) and to authorise the board of Directors (the “Board”) to fix the Directors’ fees:
 - (a) To re-elect Mr. Wang Weihang as a Director;
 - (b) To re-elect Mr. Cui Yong as a Director;
 - (c) To re-elect Mr. Deng Jianxin as a Director; and
 - (d) To authorise the Board to fix the Directors’ fees;
4. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and to authorise the Board to fix its remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase shares of the Company (the “Shares”), subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued Shares on the date of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the Shares into larger or smaller number of Shares after the passing of this resolution), and the said approval shall be limited accordingly; and

NOTICE OF AGM

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company (the “Shareholder(s)”) in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Company’s bye-laws (“Bye-laws”) or any applicable laws to be held.”;
- 6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional Shares and to make or grant offers, agreements and options which would or might require Shares to be allotted, issued or dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where Shares are offered to Shareholders on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, or any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws, the total number of Shares issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the number of issued Shares on the date of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the Shares into larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and

NOTICE OF AGM

- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held.”;
7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors pursuant to resolution 6 above and for the time being in force to exercise the powers of the Company to allot Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of Shares in the capital of the Company repurchased by the Company since the granting of such general mandate referred to in the above resolution 5 pursuant to the exercise by the Directors of the powers of the Company to purchase such Shares, provided that such amount shall not exceed 10% of the number of issued Shares on the date of this resolution (such total number to be subject to adjustment in the case of any conversion of all or any of the Shares into larger or smaller number of Shares after the passing of this resolution).”;

8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution below) to be issued pursuant to this resolution:

- (a) upon the recommendation of the Directors, an amount standing to the credit of the retained earnings account of the Company as would be required to be applied in paying up in full at par new Shares, such Shares, credited as fully paid, to be allotted and issued (subject as referred to in paragraph (b) below) among Shareholders whose names appear on the register of members of the Company (the “Register of Members”) on Tuesday, 29th May 2018 (the “Record Date”), except those Shareholders whose addresses as shown on the Register of Members at the close of business on the Record Date are in a jurisdiction outside Hong Kong and in respect of whom the Board considers the exclusion from the Bonus Issue (as defined below) to be necessary or expedient after making enquiry as required under the Rules Governing the Listing of Securities on the Stock Exchange (the “Non-Qualifying Shareholders”), in the proportion of two (2) new Shares (the “Bonus Shares”) for every ten (10) existing Shares then held, be capitalised and applied in such manner and the Directors be and are hereby authorised to allot and issue such Bonus Shares (the “Bonus Issue”);

NOTICE OF AGM

- (b) no fractional Bonus Shares shall be allotted and issued to members of the Company and fractional entitlements (if any) will be aggregated and sold and the benefit accrued for the Company;
- (c) the Bonus Shares to be issued pursuant to paragraph (a) above shall be subject to the Bye-laws and shall rank *pari passu* in all respects with the existing issued and unissued Shares as at the date of issue of such Bonus Shares except that they will not be entitled to rank for the Bonus Issue;
- (d) the Directors be and are hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of the related expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro-rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case the Board be and is hereby authorised to retain such amount for the benefit of the Company; and
- (e) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares referred to in paragraph (a) of this resolution, including but not limited to determining the amount to be capitalised out of the retained earnings account and the number of Bonus Shares to be allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

By Order of the Board
Automated Systems Holdings Limited
Ngan Wai Hing
Company Secretary

Hong Kong, 13th April 2018

NOTICE OF AGM

Notes:

- (a) For determining the entitlement to attend and vote at the AGM, the Register of Members will be closed from Friday, 11th May 2018 to Wednesday, 16th May 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to determine the entitlement to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates 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, for registration not later than 4:30 p.m. on Thursday, 10th May 2018.

For determining the entitlement to the proposed final dividend and the proposed Bonus Shares, the Register of Members will be closed from Thursday, 24th May 2018 to Tuesday, 29th May 2018 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and the Bonus Shares, all transfer forms accompanied by the relevant share certificates 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, for registration not later than 4:30 p.m. on Wednesday, 23rd May 2018.

- (b) Voting on the resolutions 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.
- (c) A Shareholder entitled to attend and vote at the AGM 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. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend the AGM. A proxy need not be a Shareholder. 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.
- (d) Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, 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 AGM personally or by proxy, then one of the said persons so present whose name stands first on the Register of Members in respect of such Share shall alone be entitled to vote in respect thereof.
- (e) 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 AGM.
- (f) A proxy form for use at the AGM is enclosed with the circular to the Shareholders.
- (g) Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the AGM if he/she so wishes.
- (h) A circular containing further details regarding resolutions 3 and 5 to 8 above and the Annual Report of the Company for the year ended 31st December 2017 will be sent to the Shareholders.

As at the date of this notice, the Board 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. Or Siu Ching, Rerina being Independent Non-Executive Directors.