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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 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 Thursday, 23rd April 2020 at 10:00 a.m. (the “**SGM**”) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company:

1. “**THAT** the grant of options under the share option scheme of GDI (which was adopted and approved on 21st December 2018 (the “**GDI Share Option Scheme**”) (“**Options**”) to Leonard Livschitz which would entitle him to subscribe for up to 241,568 shares in GDI (“**GDI Shares**”) at the exercise price of US\$7.55 each, and any or all actions of the Company, Grid Dynamics International, Inc., (“**GDI**”) or any of their respective directors or officers taken in connection with the Options prior to the SGM be and are hereby confirmed, approved and ratified and the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Options”.
2. “**THAT** the grant of Options under the GDI Share Option Scheme to Victoria Livschitz which would entitle her to subscribe for up to 77,301 GDI Shares at the exercise price of US\$7.55 each, and any or all actions of the Company, GDI or any of their respective directors or officers taken in connection with the Options prior to the SGM be and are hereby confirmed, approved and ratified and the Directors be and are hereby authorised to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Options”.
3. “**THAT** the grant of Options under the GDI Share Option Scheme to Yury Gryzlov which would entitle him to subscribe for up to 38,650 GDI Shares at the exercise price of US\$7.55 each, and any or all actions of the Company, GDI or any of their respective directors or officers taken in connection with the Options prior to the SGM be and are hereby confirmed, approved and ratified and the Directors be and are hereby authorised to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Options”.

4. “**THAT** the grant of Options under the GDI Share Option Scheme to Kozyrkov Vadim which would entitle him to subscribe for up to 30,920 GDI Shares at the exercise price of US\$7.55 each, and any or all actions of the Company, GDI or any of their respective directors or officers taken in connection with the Options prior to the SGM be and are hereby confirmed, approved and ratified and the Directors be and are hereby authorised to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Options”.
5. “**THAT** the grant of Options under the GDI Share Option Scheme to Klimoff Stan which would entitle him to subscribe for up to 30,920 GDI Shares at the exercise price of US\$7.55 each, and any or all actions of the Company, GDI or any of their respective directors or officers taken in connection with the Options prior to the SGM be and are hereby confirmed, approved and ratified and the Directors be and are hereby authorised to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Options”.
6. “**THAT** the grant of Options under the GDI Share Option Scheme to Martynov Max which would entitle him to subscribe for up to 30,920 GDI Shares at the exercise price of US\$7.55 each, and any or all actions of the Company, GDI or any of their respective directors or officers taken in connection with the Options prior to the SGM be and are hereby confirmed, approved and ratified and the Directors be and are hereby authorised to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Options”.

Yours faithfully  
By order of the Board of  
**Automated Systems Holdings Limited**  
**Mr. Wang Weihang**  
*Chairman*

Hong Kong, 2nd April 2020

*Notes:*

- (a) In compliance with the HKSAR Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement additional precautionary measures at the SGM including, without limitation:
- compulsory body temperature screening;
  - mandatory use of surgical face masks;
  - mandatory health declaration - anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the SGM (“recent travel history”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the SGM;
  - anyone attending the SGM is reminded to observe good personal hygiene at all times;
  - the Company will not serve refreshment at the SGM to avoid the coming into close contact amongst participants; and
  - appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the SGM as may be necessary to avoid over-crowding.

- (b) **In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the SGM in person, and advises Shareholders to appoint the Chairman of the SGM or any Director or Company Secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the SGM in person.**
- (c) For determining the entitlement to attend and vote at the SGM, the Register of Members will be closed from Monday, 20th April 2020 to Thursday, 23rd April 2020, both days inclusive, during which period no transfer of shares of the Company will be registered and the record date is fixed on Thursday, 23rd April 2020. In order to determine the entitlement to attend and vote at the SGM, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 17th April 2020.
- (d) 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.
- (e) 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 of the Company 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 and class of shares of the Company in respect of which each such proxy is so appointed.
- (f) 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.
- (g) 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof.
- (h) A proxy form for use at the SGM is enclosed with the circular to the shareholders of the Company.
- (i) 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 at the date of this notice, the Board comprises Mr. Wang Weihang and Mr. Wang Yueou being Executive Directors; Mr. Cui Yong being Non-Executive Director and Mr. Pan Xinrong, Mr. Deng Jianxin and Ms. Or Siu Ching, Rerina being Independent Non-Executive Directors.*