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## **AUTOMATED SYSTEMS HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code : 771)**

### **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-COMPLIANCE WITH REQUIREMENTS FOR INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board announces that Mr. Cheung Man, Stephen (“Mr. Cheung”) did not offer himself for re-election as an independent non-executive Director at the AGM held on 26th August, 2009. Mr. Cheung has confirmed to the Board that he had no disagreement with the Board and that there is no matter in relation to his retirement that needed to be brought to the attention of the shareholders of the Company.

The Company is identifying a suitable candidate to fill the vacancy of an independent non-executive Director with a view to fulfill the minimum number of independent non-executive Directors required under Rule 3.10(1) of the Listing Rules and the requirement regarding qualifications or expertise of independent non-executive Director and members of the Audit Committee under Rules 3.10(2) and 3.21 of the Listing Rules as soon as practicable.

### **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “Board”) of directors (the “Directors”) of Automated Systems Holdings Limited (the “Company”) announces that Mr. Cheung Man, Stephen (“Mr. Cheung”) did not offer himself for re-election as an independent non-executive Director at the annual general meeting of the Company (the “AGM”) held on 26th August, 2009 due to health reasons. As a result, Mr. Cheung has retired as an independent non-executive Director with effect from the conclusion of the AGM. Mr. Cheung also ceased to be the chairman of the audit committee of the Company (the “Audit Committee”) and a member of the remuneration committee of the Company at the same moment.

Reference is also made to the announcement of the Company dated 22nd May, 2009 (the “Announcement”) whereby it was announced that an independent board committee of the Company (“Independent Board Committee”) has been established to advise the shareholders and the optionholders of the Company in relation to the General Offer and the Option Offer (both as defined in the Announcement). As a result of Mr. Cheung’s retirement, Mr. Cheung has also ceased to be a member of the Independent Board Committee at the same moment.

The consent under Rule 7 of the Hong Kong Code on Takeovers and Mergers in respect of the retirement of Mr. Cheung as an independent non-executive Director on 26th August, 2009 was granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong.

Mr. Cheung has confirmed to the Board that he had no disagreement with the Board and that there is no matter in relation to his retirement that needed to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude to Mr. Cheung for his contribution made to the Company during his tenure of office.

## **NON-COMPLIANCE WITH REQUIREMENTS FOR INDEPENDENT NON-EXECUTIVE DIRECTORS**

Following Mr. Cheung's retirement, the Company has only two independent non-executive Directors, the number of which falls below the minimum number required under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). There is no independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise in the Board and the Audit Committee. The Company is identifying a suitable candidate to fill the vacancy of an independent non-executive Director with a view to fulfill the minimum number of independent non-executive Directors required under Rule 3.10(1) of the Listing Rules and the requirement regarding qualifications or expertise of independent non-executive Director and members of the Audit Committee under Rules 3.10(2) and 3.21 of the Listing Rules as soon as practicable. Further announcement will be made by the Company upon fulfillment of those requirements under Rule 3.10 of the Listing Rules.

By order of the Board  
**Lau Ming Chi, Edward**  
*Secretary*

Hong Kong, 26th August, 2009

*As at the date of this announcement, the Board comprises Mr. Lai Yam Ting, Ready and Mr. Lau Ming Chi, Edward being executive Directors, Mr. Allen Joseph Pathmarajah, Mr. Kuo Chi Yung, Peter, Mr. Moo Kwee Chong, John, Mr. Michael Shove, Mr. Darren John Collins, Mr. Wang Yung Chang, Kenneth and Mr. Andrew John Anker being non-executive Directors and Mr. Hon Sheung Tin, Peter and Mr. Li King Hang, Richard being independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*