

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 January 2020 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 RESOLUTIONS

1. **“THAT**

- (a) the agreement and plan of merger (the “Merger Agreement”) dated 13th November 2019 entered into between the Company, ChaSerg Technology Acquisition Corp. (the “Purchaser”), CS Merger Sub 1 Inc. (the “Merger Sub I”), CS Merger Sub 2 LLC (the “Merger Sub II”) and Grid Dynamics International, Inc. (“GDI”) in relation to the merger of GDI and the Merger Sub I whereby the Merger Sub I will be merged with and into GDI, followed by the merger between the post-merger GDI and the Merger Sub II whereby the post-merger GDI will be merged with and into the Merger Sub II, resulting in the Merger Sub II as the surviving corporation and wholly-owned by the Purchaser, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the proposed spin-off of GDI by way of the mergers pursuant to the terms and conditions of the Merger Agreement, and thereby effecting the separate listing of GDI on Nasdaq (“Proposed Spin-off”) and all relevant documents or agreements in connection therewith or contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (c) 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, the Proposed Spin-off and the transactions contemplated thereunder.”

2. “**THAT**

- (a) conditional upon the passing of resolution no. 1, the assured entitlement requirement in respect of the Proposed Spin-off in accordance with Practice Note 15 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited be and is hereby waived (the “Waiver”); 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 Waiver.”

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

Hong Kong, 31st December 2019

Notes:

- (a) For determining the entitlement to attend and vote at the SGM or any adjournment thereof, the record date is fixed on Wednesday, 15th January 2020. Shareholders whose names appear on the register of members of the Company at the close of business on the record date will be entitled to attend and vote at the SGM. In order to be entitled 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 Wednesday, 15th January 2020.
- (b) Voting on the resolutions will be taken by way of poll. On voting by poll, every Shareholder 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 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. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend the SGM. 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 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 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the SGM.
- (f) A proxy form for use at the SGM 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 SGM 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. 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.