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AUTOMATED

AUTOMATED SYSTEMS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 771)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an special general meeting (“**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 21 December, 2012 at 9:30 a.m. to consider and if thought fit, pass with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the conditional acquisition agreement (the “**Acquisition Agreement**”) dated 12 November 2012 entered into between ELM Technologies Holdings Limited, a wholly-owned subsidiary of the Company, as purchaser, and Teamsun Technology (HK) Limited as vendor, in relation to the acquisition of the entire issued share capital of MDCL-Frontline Solutions Limited at a consideration of HK\$220,000,000 and upon and subject to the terms and conditions therein contained (a copy of which has been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purpose), as mentioned in the circular (the “**Circular**”) of the Company dated 5 December, 2012 (a copy of which has been produced to the meeting marked “**B**” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder and in connection therewith be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised, for an on behalf of the Company, to do all such acts and things, to sign, execute, seal (where required) and deliver all such documents and to take all such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to, to implement or in connection with or incidental to the Acquisition Agreement and any and all of the transactions contemplated thereunder (including but not limited to the Acquisition (as defined in the Circular)) and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of the Acquisition Agreement or such other

documents as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole).”

By order of the Board
Automated Systems Holdings Limited
Lau Ming Chi, Edward
Company Secretary

Hong Kong, 5 December, 2012

Notes:

1. The Register of Members will be closed from 19 December, 2012 to 21 December, 2012 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on 18 December, 2012.
2. All resolutions to be considered at the Meeting will be taken by 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.
3. A shareholder of the Company entitled to attend and vote at this meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him, and on a poll, votes may be given either personally or by a duly authorised representative or by proxy in accordance with the bye-laws of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend this meeting. 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 in respect of which each such proxy is so appointed.
4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
5. A form of proxy for use at the Meeting is enclosed with the Circular. Whether or not you intend to attend the Meeting or any adjourned meeting in person, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
6. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting at the Meeting or any adjournment thereof if he so wishes.

As at the date of this announcement, the Board comprises Mr. Lai Yam Ting, Ready, Mr. Hui Wing Choy, Henry, Mr. Leung Tat Kwong, Simon and Mr. Lau Ming Chi, Edward being Executive Directors, Mr. Hu Liankui and Mr. Wang Weihang being Non-Executive Directors and Ms. Young Meng Ying, Mr. Lu Jiaqi and Ms. Xu Peng being Independent Non-Executive Directors.