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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 Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on 17 July 2009 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the agreement for sale and purchase of the global accounts and assets in Hong Kong dated 24 April 2009 entered into between Automated Systems (H.K.) Limited (“ASL HK”) and CSC Computer Sciences HK Limited (“CSC HK”) (as supplemented by an amendment agreement dated 3 June 2009 entered into between ASL HK and CSC HK) in relation to the transfer of certain business, business assets, hardware assets, data centre equipment and the use of certain specified intellectual property from ASL HK to CSC HK (or to any other CSC entity as nominated by CSC HK) (a copy of which has been produced to the meeting and marked “A” and signed by the chairman of the meeting for identification purpose) (the “Global Account Transfer Agreement”) which constitutes a special deal under Rule 25 of the Hong Kong Code on Takeovers and Merger (the “Takeovers Code”);
- (b) the data centre facility management agreement dated 24 April 2009 entered into between ASL HK and CSC HK (as supplemented by an amendment agreement dated 3 June 2009 entered into between ASL HK and CSC HK) in relation to the granting of a licence in respect of the data centre premises to CSC HK (a copy of which has been produced to the meeting and marked “B” and signed by the chairman of the meeting for identification purpose) (the “Data Centre Agreement”) which constitutes a special deal under Rule 25 of the Takeovers Code;

- (c) the master subcontract framework agreement dated 24 April 2009 entered into between CSC HK and ASL HK which sets out the process, structure and general terms and conditions under which the Company and its subsidiaries (the “Group”) will provide certain specified services to Computer Sciences Corporation and its subsidiaries and associates (excluding the Group) (the “CSC Group”) for on-supply to certain specified customers of the CSC Group (a copy of which has been produced to the meeting and marked “C” and signed by the chairman of the meeting for identification purpose) (the “First Master Subcontract Agreement”) which constitutes a special deal under Rule 25 of the Takeovers Code;
- (d) the master subcontract framework agreement dated 24 April 2009 entered into between CSC HK and ASL HK which sets out the process, structure and general terms and conditions under which the CSC Group will provide certain specified services to the Group for on-supply to certain specified customers of the Group (a copy of which has been produced to the meeting and marked “D” and signed by the chairman of the meeting for identification purpose) (the “Second Master Subcontract Agreement”) which constitutes a special deal under Rule 25 of the Takeovers Code;
- (e) the agreement dated 24 April 2009 entered into between ASL HK and CSC Malaysia Sdn Bhd (formerly known as Computer Systems Advisers (M) Berhad) (“CSAM”) whereby CSAM and ASL HK agreed to terminate the business referral agreement dated 26 August 1997 entered into between ASL HK and CSAM (a copy of which has been produced to the meeting and marked “E” and signed by the chairman of the meeting for identification purpose) (the “Business Referral Termination Agreement”) which constitutes a special deal under Rule 25 of the Takeovers Code;
- (f) the agreement dated 24 April 2009 entered into between CSA Holdings Limited (“CSA Holdings”) and the Company whereby CSA Holdings and the Company agreed to terminate the territorial agreement dated 16 October 1997 entered into between CSA Holdings and the Company (a copy of which has been produced to the meeting and marked “F” and signed by the chairman of the meeting for identification purpose) (the “Territorial Termination Agreement”) which constitutes a special deal under Rule 25 of the Takeovers Code; and
- (g) the undertaking given by CSA Holdings and CSC Computer Sciences International Inc. (“CSC International”) to Teamsun Technology (HK) Limited (“Teamsun”) under the agreement for the sale and purchase of the shares of the Company owned by CSA Holdings and CSC International dated 24 April 2009 entered into among CSA Holdings, CSC International and Teamsun (the “Share Purchase Agreement”) in relation to the continuous use of application software by the Group (including associated companies of the Company) for a transitional period of six months after the completion date of the Share Purchase Agreement (as described in the “Letter from the Board” in the circular of the Company dated 30 June 2009 of which this notice of meeting forms part) (the “Undertaking”) which constitutes a special deal under Rule 25 of the Takeovers Code;

be and are hereby approved, confirmed and ratified, and all transactions contemplated under each of the Global Account Transfer Agreement, the Data Centre Agreement, the First Master Subcontract Agreement, the Second Master Subcontract Agreement, the Business Referral Termination Agreement and the Territorial Termination Agreement (together, the “GAC Special Deal Agreements”) be and are hereby approved and confirmed and any one director of the Company, or any two directors of the Company if the affixing of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to do all acts and things, to sign and execute all such other documents, deeds, instruments and agreements and to take such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the GAC Special Deal Agreements and the Undertaking (including amendments of an immaterial nature) and all other matters incidental thereto.”

2. “**THAT** the Special Dividend (as defined in the circular of the Company dated 30 June 2009 of which this notice of meeting forms part) be and is hereby approved and authorised and the directors of the Company be and are hereby authorised to effect the payment of the Special Dividend and to do all acts and things and to take such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the implementation of the distribution of the Special Dividend.”

By Order of the Board
Lau Ming Chi, Edward
Secretary

Hong Kong, 30 June 2009

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

Notes:

1. 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 (in the case of a shareholder being a corporation) by its duly authorised representatives) 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.
2. 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.
3. To be valid, a form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

As at the date hereof, 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. Cheung Man, Stephen, Mr. Hon Sheung Tin, Peter and Mr. Li King Hang, Richard being independent non-executive Directors.