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## **AUTOMATED SYSTEMS HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 771)**

### **SUPPLEMENTAL ANNOUNCEMENT IN RESPECT OF THE 2020 ANNUAL REPORT**

Reference is made to the annual report of Automated Systems Holdings Limited (the “Company”) for the year ended 31st December 2020 (the “2020 Annual Report”) published on 23rd April 2021. Unless otherwise specified, capitalised terms used in this supplemental announcement shall have the same meaning as those defined in the 2020 Annual Report.

Regarding the share option scheme of a subsidiary of the Company, the Board would like to supplement the section headed “Directors’ Report – Share Option Schemes” on the 2020 Annual Report with the following information.

#### **C. Share Option Scheme of a subsidiary of the Company (terminated on 5th March 2020)**

On 5th March 2020, all the conditions precedent set out in the Merger Agreement have been fulfilled in accordance with the terms of the Merger Agreement (the “Completion”). Upon Completion, Grid Dynamics is no longer a subsidiary of the Company and share option scheme of Grid Dynamics is terminated. Details of which are disclosed in the announcement of the Company dated 8th March 2020, in relation to completion of disposal and spin-off of Grid Dynamics.

Grid Dynamics has adopted a share option scheme on 21st December 2018 (“GDI Share Option Scheme”). GDI Share Option Scheme will expire on 20th December 2028, brief introduction of GDI Share Option Scheme is as follows:

The purpose of GDI Share Option Scheme is to advance the interests of Grid Dynamics and its shareholders by providing an incentive to attract, retain and reward persons performing services for Grid Dynamics, its parent companies or subsidiaries (the “Participating Company Group”) and by motivating such persons to contribute to the growth and profitability of Grid Dynamics. The participants include employees, consultants and directors of the Participating Company Group.

The total number of shares which may be issued upon exercise of all options to be granted under the GDI Share Option Scheme and any other share option schemes of Grid Dynamics which, unless otherwise permitted under the Listing Rules, must not in aggregate exceed 10% of the total number of GDI Shares in issue as at 21st December 2018, the date of approval of the adoption of the GDI Share Option Scheme. Grid Dynamics may seek approval by its shareholders and the shareholders of the Company in general meeting to refresh the 10% limit such that the total number of the GDI Shares which may be issued upon exercise of all Options to be granted under the GDI Share Option Scheme and any other share option schemes of Grid Dynamics under the limit as “refreshed” shall not exceed 10% of the total number of the GDI Shares in issue as at the date of approval to refresh such limit. Grid Dynamics may seek separate approval by its shareholders and the shareholders of the Company in general meeting for granting options beyond the 10% limit above, provided that the Options in excess of

such limit are granted only to participants specifically identified by Grid Dynamics and the Company before such approval is sought.

Unless approved by the shareholders of the Company, the aggregate number of GDI Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the GDI Shares in issue (the “Single Participant Limit”).

Option shall be deemed to have been granted and accepted by the participants and to have taken effect when the duplicate of the stock option agreement comprising acceptance of the offer has been duly signed by the participants within 28 days. No payment is required to accept an offer.

The board of directors of Grid Dynamics (the “GDI Board”) shall have the full and final power and authority, in its discretion, to determine any minimum period for which an option must be held before it can be exercised and/or any performance targets which must be achieved before an option can be exercised.

The options will be exercisable until the expiration of ten (10) years after the effective date of grant of such option, or such other applicable date (i.e. no incentive stock option granted to a person who, at the time an option is granted to such person, owns stock possessing more than ten percent (10%) of the total combined voting power of all classes of stock of the Participating Company Group, shall be exercisable after the expiration of five (5) years after the effective date of grant of such option, and with the exception of (i) an option granted to an officer, a director of the Participating Company Group (the “GDI Scheme Director”) or a consultant, a person engaged to provide consulting or advisory services (other than as an employee or a GDI Scheme Director) to the Participating Company Group and (ii) an option that is exercisable based on the accomplishment of specific performance-based milestones, no option shall become exercisable at a rate less than twenty percent (20%) per year over a period of five (5) years from the effective date of grant of such option, subject to the participant’s continued service).

The exercise price for each option will be determined by the GDI Board and shall be not less than the fair market value of a GDI Share, as determined by an independent third party valuation company engaged by GDI, on the effective date of grant of the Option. Notwithstanding the foregoing, an option may be granted with an exercise price lower than the minimum exercise price set forth above if such option is granted pursuant to an assumption or substitution for another option in a manner qualifying under the provisions of Section 424(a) of the Internal Revenue Code of 1986. However, the exercise price of options to be granted after the Company has resolved to seek a separate listing of Grid Dynamics on any stock exchange and up to the listing date of Grid Dynamics must be not lower than the new issue price (if any).

The following table discloses movements in the share options under the GDI Share Option Scheme during the year:

Participants	Date of grant	Vesting Period and Exercise Period	Exercise Price US\$	At 1st January 2020	Granted during the year	Exercised during the year	Lapsed during the year	Cancelled during the year	At 31st December 2020
<b>Director of the Company</b>									
Wang Yueou	21.12.2018	(Note 1)	7.54	90,000	-	-	(90,000)	-	-
	22.05.2019	(Note 4)	7.55	23,190	-	-	(23,190)	-	-
					-	-		-	-
<b>Excess Single Participant Limit</b>									
Leonard	21.12.2018	(Note 1)	7.54	937,500	-	-	(937,500)	-	-
Livschitz <sup>2</sup>	22.05.2019	(Note 4)	7.55	241,568	-	-	(241,568)	-	-
Victoria	21.12.2018	(Note 1)	7.54	150,000	-	-	(150,000)	-	-
Livschitz <sup>2</sup>	22.05.2019	(Note 4)	7.55	66,276	-	-	(66,276)	-	-
Yury Gryzlov <sup>2</sup>	21.12.2018	(Note 1)	7.54	150,000	-	-	(150,000)	-	-
	22.05.2019	(Note 4)	7.55	38,650	-	-	(38,650)	-	-
Stan Klimoff	21.12.2018	(Note 1)	7.54	60,000	-	-	(60,000)	-	-
	22.05.2019	(Note 4)	7.55	26,510	-	-	(26,510)	-	-
Vadim	21.12.2018	(Note 1)	7.54	120,000	-	-	(120,000)	-	-
Kozyrkov	22.05.2019	(Note 4)	7.55	30,920	-	-	(30,920)	-	-
Max	21.12.2018	(Note 1)	7.54	120,000	-	-	(120,000)	-	-
Martynov	22.05.2019	(Note 4)	7.55	30,920	-	-	(30,920)	-	-
GDI Employees	21.12.2018	(Note 1)	7.54	412,500	-	-	(412,500)	-	-
	22.05.2019	(Note 4)	7.55	103,716	-	-	(103,716)	-	-
	24.01.2020	(Note 5)	7.55	-	130,000	-	(130,000)	-	-
Others	22.05.2019	(Note 3)	7.54	20,000	-	-	(20,000)	-	-
	22.05.2019	(Note 4)	7.55	5,154	-	-	(5,154)	-	-
<b>Total</b>				<b>2,626,904</b>	<b>130,000</b>	<b>-</b>	<b>(2,756,904)</b>	<b>-</b>	<b>-</b>

Notes:

- On 12th November 2018 (Pacific Time), GDI Board proposed to grant share options to 57 participants under the GDI Share Option Scheme to subscribe for up to 2,250,000 GDI Shares at the exercise price of US\$7.54 per GDI Share (the “Exercise Price”). The grant of share options exceeding the Scheme Mandate Limit was approved by the shareholders of the Company at the special general meeting held on 21st December 2018 (the “SGM”). Among the abovementioned options: (i) options to subscribe for 2,127,500 GDI Shares were granted to 16 grantees who are directors of Grid Dynamics or senior management of Participating Company Group and are so granted in such capacity (the “GDI Senior Management Grant”); and (ii) options to subscribe for 122,500 GDI Shares were granted to 41 grantees who were so to be granted in their capacity as employees and/or officers of the Participating Company Group (the “GDI Employees Grant”). Options of the above grants are divided into four tranches. There will be no performance target which must be achieved before the unvested options may be exercised, the details of which are disclosed in the Company’s announcements dated 21st December 2018 and 18th March 2019, respectively.

The vesting period and exercise period of the share options granted on 21st December 2018 under the GDI Senior Management Grant are as follows:

Date of Grant	Tranches	Vesting Period	Exercise Period	Percentage of options of each tranche shall be exercisable
21.12.2018	First tranche	12.11.2018	12.11.2018 to 11.11.2028	25%
	Second tranche	1.1.2019	1.1.2019 to 11.11.2028	25%
	Third tranche	1.1.2020	1.1.2020 to 11.11.2028	25%
	Fourth tranche	1.1.2021	1.1.2021 to 11.11.2028	25%

Immediately prior to the consummation of a change in control of Grid Dynamics (including Ownership Change Event as defined in the appendix to the Company's Circular dated 3rd December 2018 or the liquidation or dissolution of Grid Dynamics), all the unvested options shall automatically vest in full.

The vesting period and exercise period of the share options granted on 21st December 2018 under the GDI Employees Grant are as follows:

Date of Grant	Tranches	Vesting Period	Exercise Period	Percentage of options of each tranche shall be exercisable
21.12.2018	First tranche	12.11.2018	12.11.2018 to 11.11.2028	25%
	Second tranche	12.11.2019	12.11.2019 to 11.11.2028	25%
	Third tranche	12.11.2020	12.11.2020 to 11.11.2028	25%
	Fourth tranche	12.11.2021	12.11.2021 to 11.11.2028	25%

Immediately prior to the consummation of a change in control of Grid Dynamics (including Ownership Change Event as defined in the appendix to the Company's Circular dated 3rd December 2018 or the liquidation or dissolution of Grid Dynamics), the vesting of options shall accelerate by an additional 12 months.

Notwithstanding the foregoing vesting schedules, certain options may be exercised by the participants for issuance of both vested and unvested GDI Shares. In the event a participant elects to exercise the unvested options, the unvested GDI Shares issued thereunder shall be treated as restricted stock are entitled to the same rights as vested GDI Shares. The details of which are disclosed in the Company's announcement dated 21st December 2018.

- At the SGM, the shareholders of the Company approved the grant of options to Leonard Livschitz, Victoria Livschitz and Yury Gryzlov exceeding the Single Participant Limit to subscribe for up to 937,500 GDI Shares, 300,000 GDI Shares, and 150,000 GDI Shares, respectively, under the GDI Share Option Scheme which represent approximately 7.81%, 2.50%, and 1.25%, respectively, of the total GDI Shares in issue as at that date. For details, please refer to the Company's announcement dated 21st December 2018.

3. On 27th March 2019, the GDI Board has resolved to grant options to two participants under the GDI Share Option Scheme to subscribe for an aggregate of up to 20,000 GDI Shares subsequent to the passing of an ordinary resolution of the shareholders of the Company at the annual general meeting on 22nd May 2019 approving the refreshment of scheme mandate limit (i.e. options to subscribe for up to 2,250,000 GDI Shares) for further grant of options to subscribe for up to 750,000 GDI Shares at the exercise price of US\$7.54 per GDI Share. The foregoing two participants are not the director, chief executive or substantial shareholder of the Company or their respective associate. Options of the above grants are divided into four tranches. There will be no performance target which must be achieved before the unvested options may be exercised.

The vesting period and exercise period of the 20,000 share options granted on 22nd May 2019 under are as follows:

Date of grant	Tranches	Vesting Period	Exercise Period	Percentage of options of each tranche shall be exercisable
22.5.2019	First Tranche	1.2.2020	1.2.2020 to 26.3.2029	25%
	Second Tranche	1.2.2021	1.2.2021 to 26.3.2029	25%
	Third Tranche	1.2.2022	1.2.2022 to 26.3.2029	25%
	Fourth Tranche	1.2.2023	1.2.2023 to 26.3.2029	25%

Immediately prior to the consummation of a change in control of Grid Dynamics (including Ownership Change Event as defined in the appendix of the Company's circular dated 3rd December 2018, or the liquidation or dissolution of Grid Dynamics), all the unvested Options shall automatically vest in full.

Notwithstanding the foregoing vesting schedules, certain Options may be exercised by the Grantees for issuance of both vested and unvested GDI Shares. In the event a participant elects to exercise the unvested Options, the unvested GDI Shares issued thereunder shall be treated as restricted stock are entitled to the same rights as vested shares of GDI's common stock. The details of which are disclosed in the Company's announcement dated 27th March 2019.

4. On 22nd May 2019, the GDI Board has further resolved to grant options to 57 participants under the GDI Share Option Scheme to subscribe for an aggregate of up to 582,339 GDI Shares at the exercise price of US\$7.55 per GDI Share. The Grant involved granting Options to six Grantees in excess of the Single Participant Limit which has been approved at the special general meeting of the Company on 23rd April 2020. Options of the above grants are divided into two batches. There will be no performance target which must be achieved before the unvested options may be exercised.

Options granted to the Grantees are divided into two tranches, comprising Options to subscribe for an aggregate of 166,118 GDI Shares and Options to subscribe for an aggregate of 416,221 GDI Shares, respectively, and the two tranches have different vesting schedules. Options to subscribe for an aggregate of 166,118 GDI Shares are granted pursuant to the true-up policy under the GDI Share Option Scheme (the TrueUp Policy) in connection with a subscription of equity interest in Grid Dynamics at an aggregate consideration of US\$15,000,000 (please refer to the announcements of the Company dated 6th May 2019 and 17th May 2019 for details), whilst Options to subscribe for an aggregate of 416,221 GDI Shares are granted to provide incentive and promote the listing of Grid Dynamics in the US (the SPAC Listing Grant).

The vesting period and exercise period for an aggregate of 416,221 share options granted on 22nd May 2019 are as follows:

Grantees	Number of options	Proportion of options	75%		25%	
<b>Directors of GDI or senior management of the Participating Company Group (Note 1)</b>	391,816	Vesting date	To vest on the closing date of a merger or consolidation by a special purpose acquisition company, GDI and the Company (the “Initial Vesting Date”)		To vest on 1st January 2021	
		Exercise period	Vesting date till 21st May 2029 (both dates inclusive)			
<b>Employees and/or officers of GDI</b>	20,721	Proportion of options	50%		25%	25%
		Vesting date	To vest on the Initial Vesting Date		To vest on 12th November 2020	To vest on 12th November 2021
		Exercise period	Vesting date till 21st May 2029 (both dates inclusive)			
<b>Other Participants (Note 2)</b>	3,684	Proportion of options	25%	25%	25%	25%
		Vesting date	To vest on Initial Vesting Date	To vest on 1st February 2021	To vest on 1st February 2022	To vest on 1st February 2023
		Exercise period	Vesting date till 21st May 2029 (both dates inclusive)			

Note 1: The Grantees comprise Mr. Wang Yueou, the relevant Grantees to whom Options are granted in excess of the Single Participant Limit (a total of 321,832 GDI Shares) and directors and senior management of Grid Dynamics (a total of 53,409 GDI Shares). Pursuant to the SPAC Listing Grant, Mr. Wang Yueou was granted 16,575 GDI Shares, and Options granted to the relevant Grantees were as follows: Mr. Leonard Livschitz was granted 172,657 GDI Shares, Ms. Victoria Livschitz was granted 55,250 GDI Shares, Mr. Yury Gryzlov was granted 27,625 GDI Shares and each of Mr. Kozyrkov Vadim, Mr. Klimoff Stan and Mr. Martynov Max was granted 22,100 GDI Shares.

Note 2: The Grantees comprise Mr. Roman Simonov and Mr. Igor Cherry, the external consultants to Grid Dynamics, who were granted 1,842 GDI Shares for each pursuant to the purpose and terms of the GDI Share Option Scheme stated above (same with employees of Grid Dynamics).

Immediately prior to the consummation of a change in control of Grid Dynamics (including Ownership Change Event as defined in the appendix to the Company’s Circular dated 3rd December 2018 or the liquidation or dissolution of Grid Dynamics), all the unvested options shall automatically vest in full.

Vesting date and exercise period for an aggregate of 166,118 shares options granted on 22nd May 2019 are as follows:

Grantees	Number of options	Proportion of options	25%	25%	25%	25%
<b>Directors of GDI or senior management of the Participating Company Group (Note 1)</b>	156,378	Vesting date	Vested on date of grant		Vested on 1st January 2020	To vest on 1st January 2021
			All the unvested Options shall automatically vest in full immediately prior to the consummation of a Change in Control			
		Exercise period	Vesting date till 21st May 2029 (both dates inclusive)			
<b>Employees and/or officers of GDI</b>	8,270	Vesting date	Vested on date of grant	Vested on 12th November 2019	To vest on 12th November 2020	To vest on 12th November 2021
			The vesting of Options shall automatically accelerate by an additional 12 months immediately prior to the consummation of a Change in Control			
		Exercise period	Vesting date till 21st May 2029 (both dates inclusive)			
<b>Other Participants (Note 2)</b>	1,470	Vesting date	Vested on 1st February 2020	To vest on 1st February 2021	To vest on 1st February 2022	To vest on 1st February 2023
			All the unvested Options shall automatically vest in full immediately prior to the consummation of a Change in Control			
		Exercise period	Vesting date till 21st May 2029 (both dates inclusive)			

Note 1: The Grantees comprise Mr. Wang Yueou, the relevant Grantees to whom Options are granted in excess of the Single Participant Limit (a total of 128,447 GDI Shares) and directors and senior management of Grid Dynamics (a total of 21,316 GDI Shares). Pursuant to the True-Up Policy, Mr. Wang Yueou was granted 6,615 GDI Shares, and Options granted to the relevant Grantees were as follows: Mr. Leonard Livschitz was granted 68,911 GDI Shares, Ms. Victoria Livschitz was granted 22,051 GDI Shares, Mr. Yury Gryzlov was granted 11,025 GDI Shares and each of Mr. Kozyrkov Vadim, Mr. Klimoff Stan and Mr. Martynov Max was granted 8,820 GDI Shares.

Note 2: The Grantees comprise Mr. Roman Simonov and Mr. Igor Cherry, the external consultants to Grid Dynamics, who were granted 735 GDI Shares for each pursuant to the purpose and terms of the GDI Share Option Scheme stated above (same with employees of Grid Dynamics).

Notwithstanding the foregoing vesting schedules, certain Options may be exercised by the Grantees for issuance of both vested and unvested GDI Shares. In the event a Grantee elects to exercise the unvested Options, the unvested GDI Shares issued thereunder shall be treated as restricted stock and are entitled to the same rights as vested shares of GDI's common stock, including rights to receive dividends or other distributions to shareholders as well as the right to vote the shares, save that the holder shall not transfer, assign or dispose of any interest in the unvested GDI Shares, which is subject to a right of repurchase in favor of Grid Dynamics in the event the Grantee (i) ceases to provide services to Grid Dynamics or (ii) attempts to dispose of such restricted stock which are issued pursuant to the exercise of unvested Options. The restricted shares will continue to vest in accordance with the above vesting schedule and the transfer restriction and Grid Dynamics's right of repurchase shall lapse in accordance with the above vesting schedule.

5. On 24th January 2020, the GDI Board has further resolved to grant options to 33 participants (None of the participants is a director, chief executive or substantial shareholder of the Company, nor an associate (as defined under the Listing Rules) of any of them) under the GDI Share Option Scheme to subscribe for an aggregate of up to 130,000 GDI Shares at the exercise price of US\$7.55 per GDI Share, no performance target which must be achieved before the unvested options may be exercised.

The vesting period and exercise period of the 130,000 share options granted on 24th January 2020 are as follows:

		<b>Proportion of Options</b>			
		<b>25%</b>	<b>25%</b>	<b>25%</b>	<b>25%</b>
<b>Options to subscribe for 120,000 GDI Shares</b>	Vesting date	To vest on 30th August 2020	To vest on 30th August 2021	To vest on 30th August 2022	To vest on 30th August 2023
	Validity period	From the date of grant to 23rd January 2030 (both dates inclusive)			
	Exercise period	Vesting date till 23rd January 2030 (both dates inclusive)			
<b>Options to subscribe for 10,000 GDI Shares</b>	Vesting date	To vest on 6th November 2020	To vest on 6th November 2021	To vest on 6th November 2022	To vest on 6th November 2023
	Validity period	From the date of grant to 23rd January 2030 (both dates inclusive)			
	Exercise period	Vesting date till 23rd January 2030 (both dates inclusive)			

Notwithstanding the above vesting schedules, certain Options may be exercised by the Grantees for issuance of both vested and unvested GDI Shares. In the event a Grantee elects to exercise the unvested Options, the unvested GDI Shares issued thereunder shall be treated as restricted stock are entitled to the same rights as vested GDI Shares, including rights to receive dividends or other distributions to shareholders as well as the right to vote the shares, save that, the holder shall not transfer, assign or dispose of any interest in the unvested GDI Shares, which is subject to a right of repurchase in favor of Grid Dynamics in the event the Grantee (i) ceases to provide Services (as defined in the rules of the GDI Share Option Scheme) to Grid Dynamics or (ii) attempts to dispose of such restricted stock which are issued pursuant to the exercise of unvested Options. The restricted shares will continue to vest in accordance with the above vesting schedule and the transfer restriction and Grid Dynamics's right of repurchase shall lapse in accordance with the above vesting schedule. The details of which are disclosed in the Company's announcement dated 24th January 2020.



The above additional information does not affect other information contained in the 2020 Annual Report, and save as disclosed in this supplemental announcement, the remaining contents of the 2020 Annual Report remain unchanged.

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

Hong Kong, 28th September 2021

*As at the date of this announcement, 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.*