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中國自動化集團有限公司

China Automation Group Limited

(HK stock code 0569)

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of China Automation Group Limited (the “**Company**”) will be held at Regus Hong Kong Central Plaza, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 12 July 2017 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) an agreement dated 30 March 2017 (as amended by the supplemental agreement to the Sale and Purchase Agreement dated 23 June 2017) (the “**Sale and Purchase Agreement**”) entered into between the Company as purchaser and Ascendent Healthcare (Cayman) Limited as vendor (the “**Vendor**”) in respect of the acquisition by the Company from the Vendor of 60% of the total issued share capital of Etern Group Limited (the “**Proposed Acquisition**”) (as defined and more particularly described in the Company’s circular dated 23 June 2017 (the “**Circular**”) and a copy of each of the Sale and Purchase Agreement and the Circular has been produced to the Meeting marked “A” and “B” respectively, and initialed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to completion of the Proposed Acquisition and the terms and conditions of the Sale and Purchase Agreement, the issue of the Convertible Bond (as defined in the Circular and the terms of which have been set out in Schedule 8 to the Sale and Purchase Agreement and in the document produced to the Meeting marked “C” and initialed by the chairman of the Meeting for the purpose of identification) be and is hereby approved and the allotment and issue of the Conversion Shares (as defined in the Circular) upon exercise of the conversion rights attaching to the Convertible Bond in accordance with the terms and conditions of the Convertible Bond be and are hereby approved; and

- (c) the directors of the Company be and are hereby authorised for and on behalf of the Company to do all such acts and things, to sign, and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Sale and Purchase Agreement, the Proposed Acquisition, the issue of the Convertible Bond and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bond in accordance with the terms and conditions of the Convertible Bond, and to agree to such variation, amendments or waivers or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Sale and Purchase Agreement) as are, in the opinion of the directors of the Company, in the interest of the Company.”

By order of the Board
China Automation Group Limited
Xuan Rui Guo
Chairman

Hong Kong, 23 June 2017

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Unit 3205B-3206, 32nd Floor
Office Tower, Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy (if a member holds more than one share of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. 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 certified copy thereof, must be lodged with the Company’s principal place of business in Hong Kong at Suite 3205B-3206, 32nd Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

3. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members will be closed from Friday, 7 July 2017 to Wednesday, 12 July 2017, both days inclusive. In order to be eligible to attend and vote at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 6 July 2017.

As at the date of this notice, the executive Directors are Mr. Xuan Rui Guo and Mr. Wang Chuensheng; and the independent non-executive Directors are Mr. Wang Tai Wen, Mr. Ng Wing Fai and Mr. Zhang Xin Zhi.