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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)

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION
CAUSE NO. FSD 139 OF 2019 (RPJ)**

**IN THE MATTER OF SECTIONS
15 AND 86 OF THE COMPANIES LAW (2018 REVISION)
AND IN THE MATTER OF ORDER 102 OF
THE GRAND COURT RULES 1995 AND IN THE MATTER OF
CHINA AUTOMATION GROUP LIMITED 中國自動化集團有限公司**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 28 August 2019 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of holders of ordinary shares of par value HK\$0.01 each in the capital of China Automation Group Limited 中國自動化集團有限公司 (the “**Company**”) other than the Joint Offerors and the Joint Offeror Concert Parties (excluding the Ascendent Employee), all of which are defined in the composite scheme document, of which this Notice forms part (the “**Holders**”), for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme) and that the Court Meeting will be held at Regus Hong Kong Central Plaza, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Monday, 23 September 2019 at 10:00 a.m. (Hong Kong time) *(see Note)* at which place and time all such Holders are requested to attend. A copy of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme are incorporated in the composite scheme document of which this Notice forms part.

A copy of the composite scheme document can also be obtained by the Holders from the Hong Kong share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

Such Holders (other than the Ascendent Employee) may vote in person at the Court Meeting or they may appoint one or more other persons (who each must be an individual), whether a member of the Company or not, to attend and vote in their stead. A **pink** form of proxy for use at the Court Meeting is enclosed with the composite scheme document dated 31 August 2019 dispatched to members of the Company on 31 August 2019.

In the case of joint holders of a share, any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding, the first named shareholder being the senior.

It is requested that forms appointing proxies be deposited at the Hong Kong share registrar of the Company at Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Registration Office**"), not later than 10:00 a.m. (Hong Kong time) on Saturday, 21 September 2019. Completion and return of the proxy form will not preclude any member from attending and voting in person at the Court Meeting. In the event that a member of the Company attends the meeting after having lodged his form of proxy, the form of proxy will be deemed to have been revoked. If you complete and deliver the form of proxy, but do not attend and vote in person at the Court Meeting, a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Registration Office at least two (2) hours before the commencement of the Court Meeting or any adjourned meeting at which the proxy is used.

By the Order, the Court has appointed Mr. Wang Tai Wen, an independent non-executive director of the Company, or failing him, Mr. Ng Wing Fai, an independent non-executive director of the Company, or failing him, Mr. Zhang Xin Zhi, also an independent non-executive director of the Company, or failing him, any other director of the Company, to act as the Chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

The Scheme will be subject to a subsequent application seeking the sanction of the Court.

By Order of the Court
China Automation Group Limited
中國自動化集團有限公司

Note:

In the event that a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Monday, 23 September 2019, the Court Meeting will be adjourned to Wednesday, 25 September 2019 at 10:00 a.m. or at a time on an alternative day to be announced that falls within fourteen days of the original date scheduled for the Court Meeting. You may call the hotline at +852 2598 0050 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays or visit the website of the Company at www.cag.com.hk for details of alternative meeting arrangements. The Court Meeting will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force.

You should make your own decision as to whether you would attend the Court Meeting under bad weather conditions bearing in mind your own situation and if you should choose to do so, you are advised to exercise care and caution.

Dated 31 August 2019

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