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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 “EGM”) of China Automation Group Limited 中國自動化集團有限公司 (the “**Company**”) will be held at Regus Hong Kong Central Plaza, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong, Monday, 23 September 2019 at 10:30 a.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the meeting of the holders of Scheme Shares (as defined in the Scheme hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing (with or without modifications) the following special resolution:

SPECIAL RESOLUTION

“THAT AS A SPECIAL RESOLUTION:

- (A) the scheme of arrangement dated 31 August 2019 (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Scheme) in the form of the print thereof which has been produced to this EGM and, for the purpose of identification, signed by the chairman of this meeting, subject to any modifications, additions or conditions as may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved; and
- (B) for the purpose of giving effect to the Scheme, on the Effective Date, (as defined in the Scheme):
 - (i) the issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares (the “**Capital Reduction**”);
 - (ii) subject to and forthwith upon the Capital Reduction taking effect, the issued share capital of the Company be increased to its former amount by issuing to Brightex Enterprises Limited (“**Brightex**”) (in the event the AACL Payment (as defined in the Scheme) does not occur) or Ascendent Automation (Cayman) Limited (“**AACL**”) (in the event the AACL Payment (as defined in the Scheme) occurs) the same number of new shares of par value HK\$0.01 each in the share capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished as aforesaid;

- (iii) the Company shall apply the credit arising in its books of account as a result of the Capital Reduction in paying up in full at par the new shares of par value HK\$0.01 each in the share capital of the Company issued as aforesaid, credited as fully paid, to Brightex or AACL (as the case may be) and the directors of the Company be and are hereby authorised to allot and issue the same accordingly;
- (iv) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him to be necessary or desirable for or in connection with the implementation of the Scheme pursuant to the Scheme, including (without limitation) (i) the Capital Reduction; (ii) the allotment and issue of the new shares of the Company as aforesaid; and (iii) the giving of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose; and
- (v) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.”

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

Dated 31 August 2019

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Cayman Islands

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1 Harbour Road
Wanchai, Hong Kong

Notes:

- (a) Any member entitled to attend and vote at the EGM (or any adjournment thereof) and is the holder of two or more Shares is entitled to appoint one or more proxies (who must be individual(s)) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (b) In the case of joint registered holders of any share of the Company, any one of such joint registered holders may vote at the EGM, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or

by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will 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 the relevant joint holding.

- (c) In order to be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be completed and deposited with 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 less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the EGM. In the event that a member of the Company attends the EGM 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 EGM, 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 EGM or any adjourned meeting, or the taking of the poll, at which the proxy is used.
- (d) A form of proxy for use at the EGM is enclosed.
- (e) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Takeovers Code (as defined in the Scheme), all resolutions as set out above will be voted by way of a poll.
- (f) The transfer books and register of members of the Company will be closed from Wednesday, 18 September 2019 to Monday, 23 September 2019, both days inclusive, to determine the entitlement of shareholders to attend and vote at the EGM, during which period no transfers of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 17 September 2019.
- (g) 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 EGM will be adjourned to Wednesday, 25 September 2019 at 10:30 a.m. (or immediately after the Court Meeting shall have been concluded or adjourned) or at a time on an alternative day to be announced that falls within fourteen days of the original date scheduled for the EGM. 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 EGM 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 EGM 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.

- (h) At the date of this notice, the executive directors of the Company are Mr. Xuan Rui Guo and Mr. Wang Chuensheng and the independent non-executive directors of the Company are Mr. Wang Tai Wen, Mr. Zhang Xin Zhi and Mr. Ng Wing Fai.