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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Automated Systems Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **AUTOMATED SYSTEMS HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 771)**

### **PROPOSAL FOR DECLARATION OF SPECIAL DIVIDEND AND NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the SGM of Automated Systems Holdings Limited to be held at 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong on Thursday, 23rd September 2021 at 10:00 a.m. is set out on pages 7 to 9 of this circular. Whether or not you intend to attend the SGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

Hong Kong, 2nd September 2021

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Automated Systems Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 771)
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Interim Results Announcement”	interim results announcement of the Company for the six months ended 30th June 2021 dated 25th August 2021
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Notice”	the notice of the SGM set out on pages 7 to 9 of this circular
“Record Date”	Wednesday, 29th September 2021 being the date for determination of entitlement to Special Dividend
“SGM”	the special general meeting of the Company to be held at 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong on Thursday, 23rd September 2021
“Share(s)”	ordinary share(s) of par value HK\$ 0.10 each in the share capital of the Company (or such other nominal amount as shall result from a sub-division, consolidation, reclassification, or reconstruction of the share capital of the Company, from time to time)
“Shareholder(s)”	holder(s) of Share(s) in issue
“Special Dividend”	the Special Dividend of 24.0 HK cents per Share recommended by the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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## EXPECTED TIMETABLE

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*The expected timetable for the SGM and Special Dividend is set out below:*

### Events

**2021**  
**(Hong Kong time)**

Latest time for lodging transfer of Shares for  
entitlement to attend and vote at the SGM ..... 4:30 p.m. on Thursday, 16th September

Closure of register of members to ascertain  
Shareholders' entitlement to attend and vote at the SGM ..... Friday, 17th September to  
Thursday, 23rd September  
(both days inclusive)

Latest time and date for lodging proxy forms for the SGM ..... 10:00 a.m. on Monday, 20th September

Record date for determining entitlement to  
attend and vote at the SGM ..... Thursday, 23rd September

SGM ..... 10:00 a.m. on Thursday, 23rd September

Publication of poll results of SGM ..... Thursday, 23rd September

Last day of dealings in Shares on a cum-entitlement basis ..... Friday, 24th September

First day of dealings in Shares on an ex-entitlement basis ..... Monday, 27th September

Latest time for lodging transfers of Shares  
for entitlement to the Special Dividend ..... 4:30 p.m. on Tuesday, 28th September

Closure of register of members  
for entitlement to the Special Dividend ..... Wednesday, 29th September

Record Date for determining the entitlement  
to the Special Dividend ..... Wednesday, 29th September

Expected date of despatch of Special Dividend warrants ..... Tuesday, 19th October

Dates or deadlines specified in the above expected timetable and other parts of this circular may be changed by the Company and in the event of any consequential changes, the Company will make a further announcement.

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LETTER FROM THE BOARD

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**AUTOMATED SYSTEMS HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 771)**

*Executive Directors:*

Mr. Wang Weihang (*Chairman*)

Mr. Wang Yueou (*Chief Executive Officer*)

*Non-Executive Director:*

Mr. Cui Yong

*Independent Non-Executive Directors:*

Mr. Pan Xinrong

Mr. Deng Jianxin

Ms. Or Siu Ching, Rerina

*Registered Office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Head Office and principal place of  
business in Hong Kong:*

15th Floor, Topsail Plaza

11 On Sum Street

Shatin

New Territories

Hong Kong

Hong Kong, 2nd September 2021

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR  
DECLARATION OF SPECIAL DIVIDEND  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolution to be proposed at the SGM of the Company to be held on Thursday, 23rd September 2021 for the approval of the declaration of Special Dividend.

**2. SPECIAL DIVIDEND**

Reference is made to the Interim Results Announcement, among other things, the Board recommended the declaration of Special Dividend of 24.0 HK cents per share, subject to the approval of the Shareholders at the SGM, in an aggregate amount of payment of approximately HK\$199.8 million.

Taking into account the Company's business, financial and cash flow position, the Board has recommended the declaration of the Special Dividend as a reward to the Shareholders for their continuous support to the Company.

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## LETTER FROM THE BOARD

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Subject to the approval of the Shareholders at the SGM, the Special Dividend will be paid on or before 19th October 2021 to Shareholders whose names appear on the register of members of the Company on the Record Date.

### **3. CHANGE IN USE OF PROCEEDS**

Reference is made to the announcement dated 31st March 2021 and the circular dated 7th May 2021 of the Company (the “Circular”) respectively, in relation to the Disposal Mandate (as defined in the Circular). By way of written approval by a shareholder (which held approximately 67.85% of the issued share capital of the Company as at the date of 31st March 2021), the Disposal Mandate authorising the Board to effect disposal(s) from time to time during the period of 12 months from 31st March 2021 of up to 7,900,000 GDH Shares (subject to adjustments).

As resolved by the Board on 25th August 2021 in changing the proposed use of the net proceeds as set out in the section headed “Use of Proceeds from the Future Disposal” in the Circular, the Company intends to apply the net proceeds from the disposals under the Disposal Mandate partly for the distribution of the proposed Special Dividend, as a reward to the Shareholders for their continuous support to the Company.

The Group has no specific potential investment target at the time of this circular, but the Directors will continue look for suitable investment opportunities as and when the same arise.

### **4. SGM**

The Notice is set out on pages 7 to 9 of this circular.

There is enclosed a proxy form for use at the SGM. A Shareholder entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her, and on a poll, votes may be given either personally or, in the case of a Shareholder being a corporation by its duly authorised representative or by proxy in accordance with the Bye-laws. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend the SGM. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. Whether or not Shareholders intend to be present at the SGM, Shareholders are requested to complete the proxy form and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

### **5. CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 17th September 2021 to Thursday, 23rd September 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to determine the entitlement to attend and vote at the SGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 16th September 2021.

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## LETTER FROM THE BOARD

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For determining the entitlement to the proposed Special Dividend, the register of members of the Company will be closed on Wednesday, 29th September 2021, on which no transfer of shares of the Company will be registered. In order to qualify for the proposed Special Dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 28th September 2021.

### **6. VOTING BY WAY OF POLL**

Pursuant to Bye-law 70, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand of a poll) demanded:

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

The chairman of the SGM will demand a poll on the resolution proposed at the SGM.

The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **7. RECOMMENDATION**

The Directors believe that the proposal mentioned above is in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution to be proposed at the SGM.

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## LETTER FROM THE BOARD

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### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By order of the Board  
**Automated Systems Holdings Limited**  
**Wang Yueou**  
*Executive Director and Chief Executive Officer*



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## NOTICE OF SGM

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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 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong on Thursday, 23rd September 2021 at 10:00 a.m. (the “SGM”) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT** the special dividend recommended by the board of directors of the Company (the “Board”) of 24.0 HK cents per share of the Company (the “Special Dividend”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the Board be and is hereby approved; and the Board be 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 payment of the Special Dividend.”

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

Hong Kong, 2nd September 2021

*Note (1):*

- (a) For determining the entitlement to attend and vote at the SGM, the Register of Members will be closed from Friday, 17th September 2021 to Thursday, 23rd September 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 16th September 2021.

For determining the entitlement to the proposed special dividend, the Register of Members will be closed on Wednesday, 29th September 2021, during which period no transfer of shares will be registered. In order to qualify for the proposed special dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 28th September 2021. The dividend warrants are expected to be despatched on or before Tuesday, 19th October 2021.

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## NOTICE OF SGM

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- (b) Voting on the resolutions will be taken by way of poll. On voting by poll, every Shareholder present in person or by a duly authorised corporate representative or by proxy shall have one vote for every fully paid share of the Company of which such member is the holder.
- (c) A Shareholder entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her, and on a poll, votes may be given either personally or, in the case of a Shareholder being a corporation, by its duly authorised representative or by proxy in accordance with the Bye-laws. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend the SGM. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (d) Where there are joint registered holders of any Share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, then one of the said persons so present whose name stands first on the Register of Members in respect of such Share shall alone be entitled to vote in respect thereof.
- (e) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the SGM.
- (f) A proxy form for use at the SGM is enclosed with the circular to the Shareholders.
- (g) Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the SGM if he/she so wishes.

*Note (2):*

### ARRANGEMENTS FOR THE SGM

(a) **Voting by proxy in advance of the SGM**

Due to the COVID-19 pandemic, **the Company continues to recommend against physical attendance of Shareholders at the SGM.** Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending in person, by completing and return the proxy form.

(b) **SGM proceedings online**

Registered and non-registered shareholders of the Company (the "Shareholders") not attending the SGM in person may view a live webcast of the SGM proceeding by video conference. Shareholders can access the webcast from any location with access to the internet with a smart phone, tablet device or computer. However, **please note that Shareholders joining the webcast will not be counted towards a quorum nor will they be able to cast their votes online.** Shareholders who wish to join the SGM online may send a written email request to the Company at [ir@asl.com.hk](mailto:ir@asl.com.hk) from the date of this notice to Friday, 17th September 2021. The login details of live webcast will be provided upon verification of specific information.

(c) **Questions at or prior to the SGM**

If any Shareholder chooses not to attend the SGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our e-mail at [ir@asl.com.hk](mailto:ir@asl.com.hk), or raise question relevant to the proposed resolution during the webcast.

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## NOTICE OF SGM

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**(d) Precautionary measures at the SGM**

In compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement precautionary measures at the SGM including, without limitation:

- (i) every participant (including Shareholders or their proxies) in the SGM shall be subject to compulsory body temperature check at the entrance of the SGM venue;
- (ii) any participant with a body temperature of 37.3 degree Celsius or higher, or refuses a temperature check shall not be allowed to enter into the SGM venue;
- (iii) mandatory health declaration – anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the SGM (“recent travel history”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the SGM;
- (iv) all participants (including the staff members of the Company) in the SGM shall wear surgical face mask throughout their stay at the SGM venue save for a very short period of time just for conducting identity checks by the staff members (but not otherwise);
- (v) all participants in the SGM shall use sanitizer to sanitize their hands at least once when they enter into the SGM venue, and when they leave after the SGM;
- (vi) the seating at the SGM venue shall be as spacious as possible;
- (vii) no water or any refreshment will be served, and no gifts will be distributed at or during the SGM even on request;
- (viii) appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the SGM as may be necessary to avoid over-crowding;
- (ix) The directors of the Company may attend the SGM remotely through video or telephone conference facilities; and
- (x) Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the SGM arrangements at short notice. Shareholders should check the Company's website for future announcements and updates on the SGM arrangements.

*As at the date of this notice, 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.*