



**AUTOMATED SYSTEMS HOLDINGS LIMITED**  
*(incorporated in Bermuda with limited liability)*

**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 8th August, 2002 immediately after close of the Company’s annual general meeting to be held at 11:30 a.m. on that day for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company with or without modification:

**ORDINARY RESOLUTION**

“THAT subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the shares of HK\$0.10 each in the capital of the Company (“**Shares**”) to be issued pursuant to the exercise of options which may be granted under the new share option scheme (a copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification) (“**New Scheme**”),

- (a) the operation of the existing share option scheme ( the “**Original Scheme**”) adopted by the Company by ordinary resolution of the shareholders of the Company on 16th October, 1997 be terminated and that no further options will be granted under the Original Scheme but in all other respects the provisions of the Original Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Original Scheme and options granted prior to such termination shall continue to be valid and exercisable in accordance with the Original Scheme; and
- (b) the rules of the New Scheme be and are hereby approved and adopted and that the directors of the Company be and they are hereby authorized:
  - (i) to administer the New Scheme under which the options will be granted to eligible participants under the New Scheme to subscribe for Shares;
  - (ii) to modify and/or amend the rules of the New Scheme from time to time subject to the provisions of such rules;
  - (iii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Scheme; and
  - (iv) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchange upon which the Shares may for the time being be listed, for listing of, and permission to deal in, the Shares which may thereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Scheme.”

By order of the Board  
**Lau Ming Chi, Edward**  
*Secretary*

Hong Kong, 17th July 2002

*Head office and principal place of  
business in Hong Kong*  
15th Floor, Topsail Plaza  
11 On Sum Street  
Shatin  
New Territories  
Hong Kong

*Notes:*

1. A shareholder of the Company who is entitled to attend and vote at a meeting of the Company is entitled to appoint a proxy/proxies to attend and vote instead of him in accordance with the Bye-laws of the Company. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent the shareholder of the Company who has appointed him.
2. The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, or attorney duly authorised.
3. The instrument appointing the proxy or proxies and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney must be deposited at the office of the Company's branch share registrar in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the appointed time of the Special General Meeting or any adjournment thereof.

“Please also refer to the published version of this announcement in The Standard”