

# NOTICE OF ANNUAL GENERAL MEETING

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the Members of Automated Systems Holdings Limited (the “Company”) will be held at the Company’s office on 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong on Friday, 8th August, 2003 at 9:30 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31st March, 2003;
2. To declare a final dividend;
3. To elect Directors and to authorise the Board of Directors to fix Directors’ remuneration;
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration;
5. To consider as Special Business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next Annual General Meeting of the Company;

**茲通告**自動系統集團有限公司(「本公司」)謹訂於二零零三年八月八日(星期五)上午九時三十分假座本公司辦事處，地址為香港新界沙田安心街11號華順廣場15樓舉行股東週年大會，討論下列事項：

- 一、省覽截至二零零三年三月三十一日止年度之經審核財務報表及董事會與核數師報告；
- 二、宣派末期股息；
- 三、重選董事，並授權董事會釐定董事之酬金；
- 四、委聘核數師，並授權董事會釐定其酬金；
- 五、作為特別事項，考慮並酌情通過(無論有否作出修訂)下列決議案為普通決議案：

**「動議**

- (a) 一般及無條件批准董事會在符合適用法例之情況下，於有關期間行使本公司之一切權力，以購回其股份；
- (b) 根據上文(a)段之批准所購回之股份面值總額，不得超過本公司於本決議案通過日期之已發行股本面值總額之10%，而上述批准亦須受此數額限制；及
- (c) 就本決議案而言，「有關期間」乃指本決議案通過之日至下列任何一項較早發生之日期：
  - (i) 本公司下屆股東週年大會結束時；

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- (ii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
  - (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held”;
- (ii) 本決議案授出之權力經由股東在股東大會通過普通決議案予以撤銷或修訂之日；及
  - (iii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會期限屆滿之日；

6. To consider as Special Business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company

六、 作為特別事項，考慮並酌情通過（無論有否作出修訂）下列決議案為普通決議案：

**「動議**

- (a) 一般及無條件批准董事會於有關期間行使本公司之一切權力，發行、配發及處理本公司之額外股份、並訂立或授予將會或可能須在有關期間內或結束後配發、發行或處理股份之售股建議、協議及優先認股權；惟除根據配售新股（指本公司向於指定記錄日期之股東按其當時持股比例提出售股建議（惟董事會可就零碎股份或由於任何本港以外地區之法律，或任何認可管制機構或任何證券交易所之規定而產生之限制或責任，作出認為必須或權宜之豁免或其他安排）或當時所採納之任何優先股計劃或類似安排，向本公司及／或其任何附屬公司之行政人員及／或僱員授出或發行股份或可認購本公司股份之權利或依照本公司細則實行之任何以股代息計劃或類似安排，以配發股份代替本公司股份之全部或部份股息外，所發行、配發、處理或同意有條件或無條件發行、配發或處理之額外股份面值總額，不

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in accordance with the Bye-laws of the Company, the total nominal amount of additional shares issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and

(b) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
- (iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held"; and

7. To consider as Special Business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**"THAT** the general mandate granted to the Directors of the Company pursuant to Resolution 6 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not

得超過於本決議案通過日期本公司已發行股本面值總額之20%，而上述批准亦須受此數額限制；及

(b) 就本決議案而言，「有關期間」乃指本決議案通過之日起至下列任何一項較早發生之日期：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本決議案授出之權力經由股東在股東大會通過普通決議案予以撤銷或修訂之日；及
- (iii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會期限屆滿之日；及

七、 作為特別事項，考慮並酌情通過（無論有否作出修訂）下列決議案為普通決議案：

「**動議**擴大根據上文第六項決議案授予本公司董事會之一般授權，於當時可行使本公司之權力，以配發股份及訂立或授予或需行使該項權力之售股建議、協議及優先認股權；所擴大數額包括自根據本公司董事會行使本公司權力以購回該等股份而授出之一般授權以來，本公司所購回本公司股本中之股份面值總額；

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exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution”.

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

Hong Kong, 16th July, 2003

Notes:

- (a) The Register of Members will be closed from Wednesday, 30th July, 2003 to Friday, 1st August, 2003 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Registrar in Hong Kong, Tengis Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong by 4:30 p.m. on Tuesday, 29th July, 2003.
- (b) A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. 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.
- (c) 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 Registrar in Hong Kong, Tengis Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.
- (d) The Annual Report of the Company for the year ended 31st March, 2003 also containing this notice together with a circular setting out further information regarding Resolutions 5 to 7 above will be despatched to shareholders as soon as practicable.

惟該數額不得超過本公司於本決議案通過日期已發行股本面值總額之10%。」

承董事會命  
秘書  
劉銘志

香港，二零零三年七月十六日

附註：

- (a) 本公司將由二零零三年七月三十日(星期三)至二零零三年八月一日(星期五)(首尾兩日包括在內)暫停辦理股份過戶登記手續，於此期間亦不會進行任何股份之過戶登記。為符合獲派發建議之末期股息之資格，所有過戶文件連同有關股票，必須於二零零三年七月二十九日(星期二)下午四時三十分前送交本公司之香港股份過戶登記分處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。
- (b) 凡持有兩股或以上股份之股東均可委任一位以上人士為其代表，並代其投票。受委任人士毋須為股東。如委任一位以上人士為代表，則須註明每位受委任人士所代表之有關股份數目與類別。
- (c) 代表委任文件及經簽署之授權書或其他授權文件(如有)，或經由公證人簽署證明之授權書或授權書文件副本，最遲須於大會指定舉行時間四十八小時前送達本公司之香港股份過戶登記分處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。
- (d) 本公司截至二零零三年三月三十一日止年度之年報(載有本通告)連同載有有關上文第五至第七項決議案之進一步資料之通函將盡快寄予各股東。

