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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 “**Meeting**”) of China Automation Group Limited (the “**Company**”) will be held at Admiralty Conference Centre, Room 1804A, 18th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 15 May 2015 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

“THAT:

- (a) an agreement dated 23 March 2015 entered into between 西藏康吉森電子科技有限公司 (transliterated as Tibet Consen Electronic Technology Company Limited) (“**Tibet Consen**”), 深圳前海瑞聯二號投資中心(有限合夥)(transliterated as Shenzhen Qian Hai Rui Lian No. 2 Investment Centre (Limited Partnership)) (the “**Purchaser**”) and 華泰瑞聯基金管理有限公司 (transliterated as Wah Tai Rui Lian Fund Management Company Limited) in respect of the disposal by Tibet Consen to the Purchaser of the entire 76.7% equity interest in 北京交大微聯科技有限公司 (transliterated as Beijing Jiaoda Microunion Technology Company Limited) held by it (the “**S&P Agreement**”, a copy of which has been produced before the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, execute, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as they may in their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give

effect to or otherwise in connection with or incidental to the S&P Agreement and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company.”

By order of the Board
China Automation Group Limited
Xuan Rui Guo
Chairman

Hong Kong, 25 April 2015

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Unit 3205B-3206, 32nd Floor
Office Tower, Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's principal place of business in Hong Kong at Unit 3205B-3206, 32nd Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. For determining the entitlement to attend and vote at the Meeting, the register of members will be closed from Friday, 8 May 2015 to Friday, 15 May 2015, both days inclusive. In order to be eligible to attend and vote at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 7 May 2015.

As at the date of this notice, the executive Directors are Mr. Xuan Rui Guo, Mr. Kuang Jian Ping and Mr. Huang Zhi Yong; and the independent non-executive Directors are Mr. Wang Tai Wen, Mr. Sui Yong Bin and Mr. Ng Wing Fai.