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**EXPERT  
EXPERT SYSTEMS HOLDINGS LIMITED**

**思博系統控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8319)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**Meeting**”) of Expert Systems Holdings Limited (“**Company**”) will be held at United Conference Centre, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 6 October 2021 at 10:00 a.m., or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following, with or without amendments, as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the sale and purchase agreement (“**Sale and Purchase Agreement**”) dated 9 July 2021 and entered into between (i) the Company; (ii) Expert Systems Group Limited; and (iii) ServiceOne Global Holdings Limited, in relation to the Acquisition (as defined in the circular of the Company dated 17 September 2021 (“**Circular**”), a copy of which has been produced to this Meeting marked “A” and initialled by the chairman of this Meeting (“**Chairman**”) for the purpose of identification) (a copy of the Sale and Purchase Agreement has been produced to this Meeting marked “B” and initialled by the Chairman for the purpose of identification) and the transactions contemplated thereunder (including the Acquisition (as defined in the Circular)) be and are hereby approved;
- (b) the creation and issue of the Convertible Bond (as defined in the Circular) in accordance with the Sale and Purchase Agreement and the terms and conditions (“**T & C**”) attached to the Convertible Bond (a copy of which has been produced to this Meeting marked “C” and initialled by the Chairman for the purpose of identification) by the Company be and are hereby approved;
- (c) subject to The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares (as defined in the Circular), the grant of the Specific Mandate (as defined in the Circular) to the directors of the

Company (“**Directors**”) to allot and issue the Conversion Shares pursuant to the exercise of the conversion rights attached to the Convertible Bond in accordance with the T & C be and is hereby approved; and

- (d) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or to giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder (including the Acquisition, the creation and issue of the Convertible Bond and the allotment and issue of the Conversion Shares under the Convertible Bond), and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the Sale and Purchase Agreement and the T & C and which shall be subject to approval of the shareholders of the Company) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

2. “**THAT** subject to resolution no. 1 set out in the notice convening this Meeting being passed:

- (a) the IT services agreement dated 9 July 2021 and entered into between (i) the Company; and (ii) ServiceOne Global Holdings Limited (a copy of which has been produced to this Meeting marked “D” and initialled by the Chairman for the purpose of identification) (“**IT Services Agreement**”), the continuing connected transactions contemplated thereunder and the Annual Caps (as defined in the Circular) set out in the Circular be and are hereby approved; and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or to giving effect to the IT Services Agreement and the continuing connected transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the IT Services Agreement and which shall be subject to approval of the shareholders of the Company) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

On behalf of the Board  
**Expert Systems Holdings Limited**  
**Wong Chu Kee Daniel**  
*Chairman and non-executive Director*

Hong Kong, 17 September 2021

*Registered office:*  
Second Floor  
Century Yard  
Cricket Square  
P.O. Box 902  
Grand Cayman KY1-1103  
Cayman Islands

*Head office and principal place of business  
in Hong Kong:*  
22/F., Yen Sheng Centre  
64 Hoi Yuen Road  
Kwun Tong, Kowloon  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 10:00 a.m. on Monday, 4 October 2021 or in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof (as the case may be).
3. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) should you so wish.
4. To ascertain shareholders' eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 30 September 2021 to Wednesday, 6 October 2021 (both days inclusive), during which period no share transfer will be effected. In order to qualify for the entitlement to attend and vote at the Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Wednesday, 29 September 2021.
5. For joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares of the Company as if the shareholder was solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
6. As required under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
7. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the composition of the board of the Directors is as follows:*

*Chairman and non-executive Director:*

Mr. Wong Chu Kee Daniel

*Chief executive officer and executive Director:*

Mr. Lau Wai Kwok

*Executive Directors:*

Ms. Lau Tsz Yan

Mr. So Cheuk Wah Benton

*Non-executive Directors:*

Mr. Chu Siu Sum Alex

Mr. Chan Kin Mei Stanley

*Independent non-executive Directors:*

Mr. Au Yu Chiu Steven

Mr. Chung Fuk Wing Danny

Mr. Ko Man Fu

Mr. Mak Wai Sing

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.*

*This announcement will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk), the GEM website at [www.hkgem.com](http://www.hkgem.com), on the "Latest Company Announcements" page for at least seven days from the date of its posting and the Company's website at [www.expertsystems.com.hk](http://www.expertsystems.com.hk).*