



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON WEDNESDAY, 6 OCTOBER 2021

I/We (Name) _____
(Block capitals, please) of (Address) _____
being the holder(s) of _____ (see Note 1) shares of HK\$0.01 each in the capital of
Expert Systems Holdings Limited (the “Company”) hereby appoint (Name) _____
of (Address) _____
or failing him/her (Name) _____
of (Address) _____
or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the
extraordinary general meeting (the “Meeting”) of the Company to 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. and at any adjournment thereof or on any resolution or
motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the
undermentioned resolutions:

	Ordinary Resolutions (see Note 3)	For	Against
1	To approve (i) the Sale and Purchase Agreement (as defined in the Company’s circular dated 17 September 2021 (the “Circular”)) and the transactions contemplated thereunder (including the Acquisition (as defined in the Circular)); (ii) the creation and issue of the Convertible Bond (as defined in the Circular) by the Company; and (iii) the grant of the Specific Mandate (as defined in the Circular) to the Directors (as defined in the Circular).		
2	To approve the IT Services Agreement (as defined in the Circular), the continuing connected transactions contemplated thereunder and the Annual Caps (as defined in the Circular).		

Dated this _____ day of _____ 2021 Signature(s) (see Note 5) _____

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initiated by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either in person 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 Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), 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. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above Meeting (or any adjourned meeting thereof) if they so wish.
- A proxy needs not be a shareholder of the Company.
- References to time and dates in this instrument are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of the name(s) and other personal data of yourself and your proxy(ies) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and/or your voting instructions for the Meeting (the “Purposes”). We may transfer such data provided by you to the Company’s Hong Kong branch share registrar and agent(s) for the Purposes or such other parties who are authorised by law to request the information. The data will be retained for such period as may be necessary for our verification and record purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance (Cap. 486 of the laws of Hong Kong) and any such request should be made in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.