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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 15 SEPTEMBER 2023**

At the annual general meeting (the “AGM”) of Expert Systems Holdings Limited (the “Company”) held on 15 September 2023, all the proposed resolutions as set out in the notice of the AGM dated 27 June 2023 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “Directors”) and the auditor of the Company for the year ended 31 March 2023.	514,145,250 (99.99%)	1,250 (0.01%)
2.	To declare a final dividend of HK1.00 cent per ordinary share of the Company for the year ended 31 March 2023 to be paid out of the share premium account of the Company.	514,145,250 (99.99%)	1,250 (0.01%)
3.	To re-appoint BDO Limited as auditor of the Company and to authorise the board of the Directors to fix its remuneration.	514,145,250 (99.99%)	1,250 (0.01%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	(a) To re-elect Ms. Lau Tsz Yan as an executive Director.	514,145,250 (99.99%)	1,250 (0.01%)
	(b) To re-elect Mr. So Cheuk Wah Benton as an executive Director.	514,145,250 (99.99%)	1,250 (0.01%)
	(c) To re-elect Mr. Ko Man Fu as an independent non-executive Director.	514,145,250 (99.99%)	1,250 (0.01%)
5.	To authorise the board of the Directors to fix the respective Directors' remuneration.	514,144,000 (99.99%)	2,500 (0.01%)
6.	To grant a general mandate to the Directors to allot, issue, and deal with additional shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of passing this resolution.	514,142,750 (99.99%)	3,750 (0.01%)
7.	To grant a general mandate to the Directors to repurchase the shares of the Company not exceeding 10% of the total number of the issued shares of the Company as at the date of passing this resolution.	514,145,250 (99.99%)	1,250 (0.01%)
8.	To extend the general mandate granted under resolution no. 6 by adding the shares of the Company repurchased pursuant to the general mandate granted by resolution no. 7.	514,141,500 (99.99%)	5,000 (0.01%)
Special Resolution		Number of Votes (%)	
		For	For
9.	To approve the proposed amendments to the memorandum and articles of association of the Company and the adoption of the amended and restated memorandum and articles of association of the Company.	514,145,250 (99.99%)	1,250 (0.01%)

Notes:

- (a) The full text of the resolutions numbered 6 to 9 above is set out in the notice of the AGM dated 27 June 2023.
- (b) As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 8 above, all these resolutions were duly passed by the shareholders of the Company as ordinary resolutions of the Company.
- (c) As more than 75% of the votes were cast in favour of resolution number 9 above, resolution

number 9 was duly passed by the shareholders of the Company as a special resolution of the Company.

- (d) As at the date of the AGM, the total number of shares of the Company in issue was 803,280,000 shares which was the total number of shares of the Company entitling the shareholders of the Company to attend and vote on the resolutions at the AGM.
- (e) A total of 514,146,500 shares of the Company were held by the shareholders of the Company who attended and voted for or against the proposed resolutions at the AGM.
- (f) There were no shares entitling the shareholders of the Company to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 17.47A of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).
- (g) No shareholder of the Company was required under the GEM Listing Rules to abstain from voting on any of the resolutions at the AGM.
- (h) None of the shareholders of the Company have stated their intention in the Company’s circular dated 27 June 2023 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (i) The Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (j) All Directors attended the AGM in person.

By Order of the Board
Expert Systems Holdings Limited
Wong Chu Kee Daniel
Chairman and non-executive Director

Hong Kong, 15 September 2023

As at the date of this announcement, the composition of the board of 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:

Mr. Chan Kin Mei Stanley

Ms. Lau Tsz Yan

Mr. So Cheuk Wah Benton

Non-executive Directors:

Mr. Chu Siu Sum Alex

Independent non-executive Directors:

Mr. Au Yu Chiu Steven

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.

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