

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Expert Systems Holdings Limited

Stock code (ordinary shares): 8319

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 1 April 2020

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 12 April 2016

Name of Sponsor(s): BOSC International Company Limited

Names of directors: Executive Directors

(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)
Lau Wai Kwok
Lau Tsz Yan
So Cheuk Wah Benton

Non-executive Directors

Wong Chu Kee Daniel
Chan Kin Mei Stanley
Chu Siu Sum Alex

Independent non-executive Directors

Au Yu Chiu Steven
Chung Fuk Wing Danny
Ko Man Fu
Mak Wai Sing

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of Shares Held	Number of Underlying Shares Held Under Share Options	Total Number of Shares Interested	Approximate Percentage of Shareholding (%)
	Mr. Chu Siu Sum Alex	226,890,000	500,000	227,390,000	28.4%
	Mr. Lau Wai Kwok	100,000,000	2,000,000	102,000,000	12.8%
	Mr. Mok Chu Leung Terry	91,800,000	-	91,800,000	11.5%
	Mr. Cheung Nap Kai	89,760,000	-	89,760,000	11.2%
	Mr. Wong Chu Kee Daniel	51,300,000	500,000	51,800,000	6.5%

Note: Mr. Chu Siu Sum Alex, Mr. Lau Wai Kwok, Mr. Mok Chu Leung Terry, Mr. Cheung Nap Kai and Mr. Wong Chu Kee Daniel, collectively are the controlling shareholders of the Company.

Name(s) of company(ies) listed on GEM or the Main Board of the Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

Second Floor, Century Yard,
Cricket Square
P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

Head office and principal place of business:

22/F, Yen Sheng Centre
64 Hoi Yuen Road
Kwun Tong, Kowloon
Hong Kong

Web-site address (if applicable):

www.expertsystems.com.hk

Share registrar:

Principal Share Registrar
Tricor Services (Cayman Islands) Limited
Second Floor, Century Yard
Cricket Square
P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

Hong Kong Branch Share Registrar
Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

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Auditors: BDO Limited

B. Business activities

The Company and its subsidiaries are principally engaged in provision of information technology infrastructure solutions in Hong Kong and Macau.

C. Ordinary shares

Number of ordinary shares in issue: 800,000,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 10,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

As of the date hereof, 15,900,000 share options with exercise price of HK\$0.111 per share granted under the share option scheme of the Company adopted on 15 March 2016 remain outstanding.

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(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

N/A

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Signed:

Lau Wai Kwok

Lau Tsz Yan

So Cheuk Wah Benton

Wong Chu Kee Daniel

Chan Kin Mei Stanley

Chu Siu Sum Alex

Au Yu Chiu Steven

Chung Fuk Wing Danny

Ko Man Fu

Mak Wai Sing

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353 or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*