

**Procedures for Nomination of Directors
of Expert Systems Holdings Limited (“Company”)
思博系統控股有限公司 (“本公司”) 提名候選董事程序**

序言

Introduction

本公司股東 (“**股東**”) 可提名任何人 (除卸任董事及股東本人以外) 被委任為本公司董事 (“**候選董事**”)。有關股東於公司周年股東大會或特別股東大會 (“**大會**”) 內提名候選董事被選舉為本公司董事的詳細程序如下。

Shareholder(s) of the Company (each a “**Shareholder**”) may nominate person(s), other than a retiring director of the Company (“**Director**”) and the Shareholder himself/herself, to be appointed as a Director (“**Proposed Director**”). Details of the procedures for Shareholders to propose a person for election as a Director at a general meeting (either an annual general meeting or extraordinary general meeting) of the Company (“**Meeting**”) are set out below.

資格

Qualification

提名股東的資格：
Qualification of the nominating Shareholder: 可出席及於大會投票之本公司現有股東。
an existing Shareholder entitled to attend and vote at the Meeting

候選董事的資格：
Qualification of the Proposed Director: (i) 年滿 18 歲或以上；
(ii) 擁有公司董事提名委員會 (“**提名委員會**”) 認為合適的必要工作經驗及資格；及
(iii) 不被任何法例禁止出任董事。
(i) has attained the age of 18 years;
(ii) should possess the necessary work experience and qualification considered fit by the nomination committee of board of Directors (“**Nomination Committee**”); and
(iii) should not be prohibited by law or the articles of association of the Company from being a director.

程序

Procedures

1. 提交一份由提名股東簽署 (如多於一名提名股東則所有提名股東) 的**書面通知**，連同候選董事的履歷及聯絡資料、候選董事同意出選的書面記錄、身份證明文件副本及其它資料 (包括但不限於香港聯合交易所有限公司創業板證券上市規則第 17.50(2) 條或其它適用規則所要求的資料) 送遞本公司以下地址：

公司秘書
思博系統控股有限公司
香港
九龍觀塘
巧明道 100 號
城東誌安盛金融大廈
17 樓

注：上述**書面通知**的提交時間最少應為七(7)天，而期間該**書面通知**(如該**書面通知**在選舉股東大會通告寄發之後提交)遞交的時間應在選舉股東大會通告寄發後的一天開始並且在股東大會舉行日期前七(7)天內結束。如**書面通知**於少於大會舉行日期之前 12 個營業日收悉，本公司有可能就大會舉行日期考慮延期，以便給予股東就該建議 10 個營業日的通知。

Submit a **written notice** duly signed by the nominating Shareholder(s), together with the Proposed Director's resume with contact details, a written record of Proposed Director's willingness to be elected, copy of identification documents, information and other details (including but not limited to details as required by Rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or other applicable rules) of the Proposed Director, to the Company to the following address:

Company Secretary
Expert Systems Holdings Limited
17/F., AXA Tower, Landmark East
100 How Ming Street
Kwun Tong, Kowloon
Hong Kong

*Note: The minimum length of the period of such **written notice** shall be at least seven (7) days and that (if the **written notice** is submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such **written notice** shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. If such **written notice** is received less than 12 business days prior to the Meeting, the Company may need to consider the adjournment of such Meeting in order to allow Shareholders 10 business days' notice of such proposal.*

2. 收到**書面通知**後公司會發出確認通知。
Acknowledgement of receipt of the **written notice** will be provided by the Company.
3. 提名委員會將審閱並考慮候選董事是否適合被委任為本公司的董事。
The Nomination Committee will review and consider if the Proposed Director is appropriate to be appointed as a Director.
 - 3.1 如候選董事被認為適合委任為本公司的董事，公司將會加入就委任候選董事為本公司董事的動議於大會或延期大會的議程內，並就該股東大會詳情刊發公告。

If the Proposed Director is considered appropriate, the resolution for the appointment of the Proposed Director will be inserted to the agenda of the Meeting or the adjourned Meeting and an announcement in relation to such general meeting will be issued by the Company.

- 3.2 如候選董事被認為不適合委任為本公司的董事，公司將會向提名股東發出書面通知解釋原因。
- If the Proposed Director is considered not appropriate, written notice with reasons will be given to the nominating Shareholder(s).