

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Expert Systems Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF THE 2016 ANNUAL GENERAL MEETING**

A notice convening the 2016 annual general meeting of the Company to be held on Friday, 23 September 2016 at 4:00 p.m. at Admiralty Conference Centre, 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong (the “**2016 AGM**”) is set out on pages 18 to 22 of this circular. A form of proxy for use at the 2016 AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) at www.hkexnews.hk and the Company at www.expertsystems.com.hk.

Whether or not you are able to attend the 2016 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2016 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2016 AGM or any adjourned meeting thereof if they so wish.

This circular will remain on the Stock Exchange’s website at www.hkexnews.hk, the GEM website at www.hkgem.com, on the “Latest Company Announcements” page for at least seven days from the date of its posting and on the Company’s website at www.expertsystems.com.hk.

30 June 2016

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“2016 AGM”	an annual general meeting of the Company to be held on Friday, 23 September 2016 at 4:00 p.m. at Admiralty Conference Centre, 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong to consider and, if appropriate, to approve the resolutions contained in the AGM Notice which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the 2016 AGM set out on pages 18 to 22 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company, as adopted on 15 March 2016 and amended from time to time
“Board”	the board of the Directors
“Companies Law”	the Companies Law, Cap. 22 (Laws of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Expert Systems Holdings Limited (思博系統控股有限公司), a company incorporated in the Cayman Islands on 18 September 2015 as an exempted company with limited liability and registered in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented and/or otherwise modified from time to time
“Group”	the Company and its subsidiaries or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, such subsidiaries as if they were the Company’s subsidiaries at the relevant time, or the businesses acquired or operated by them or (as the case may be) their predecessors
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board of this circular

DEFINITIONS

“Latest Practicable Date”	23 June 2016, being the latest practicable date prior to the printing of this circular for ascertaining information in this circular
“Listing Date”	12 April 2016, being the date on which the Shares first commenced dealings on GEM
“PRC”	the People’s Republic of China
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board of this circular
“SFO”	the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company, or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, supplemented and/or otherwise modified from time to time
“%”	per cent.



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)

Executive Directors:

Mr. Lau Wai Kwok (*Chief Executive Officer*)
Ms. Lau Tsz Yan
Mr. So Cheuk Wah Benton

Non-executive Directors:

Mr. Wong Chu Kee Daniel (*Chairman*)
Mr. Chu Siu Sum Alex
Mr. Mok Chu Leung Terry
Mr. Cheung Nap Kai
Mr. Chan Kin Mei Stanley

Independent non-executive Directors:

Mr. Au Yu Chiu Steven
Mr. Chung Fuk Wing Danny
Mr. Ko Mau Fu
Mr. Mak Wai Sing

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

17/F, AXA Tower, Landmark East
100 How Ming Street
Kwun Tong, Kowloon
Hong Kong

30 June 2016

To the Shareholders,

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF THE 2016 AGM**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2016 AGM for (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the

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extension of the Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

2. PROPOSED GRANTING OF THE ISSUANCE MANDATE AND THE REPURCHASE MANDATE

Ordinary resolutions will be proposed at the 2016 AGM to approve the granting of the new general mandates to the Directors:

- (a) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$1,600,000 (equivalent to 160,000,000 Shares) on the basis that the existing issued share capital of the Company of 800,000,000 Shares remains unchanged as at the date of the 2016 AGM) (the “**Issuance Mandate**”);
- (b) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$800,000 (equivalent to 80,000,000 Shares) on the basis that the existing issued share capital of the Company of 800,000,000 Shares remains unchanged as at the date of the 2016 AGM) (the “**Repurchase Mandate**”); and
- (c) Subject to the passing of the aforesaid ordinary resolutions granting the Issuance Mandate and the Repurchase Mandate, to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The Repurchase Mandate and the Issuance Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

An explanatory statement containing information relating to the Repurchase Mandate as required pursuant to the GEM Listing Rules, in particular Rule 13.08 of the GEM Listing Rules, is set out in Appendix I to this circular. This explanatory statement provides you with

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information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate. The Directors currently have no immediate plan to exercise the Issuance Mandate or the Repurchase Mandate (if granted to the Directors at the 2016 AGM).

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 83(3) of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Pursuant to Article 84(1) of the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

As such, each of Mr. Wong Chu Kee Daniel, Mr. Lau Wai Kwok, Mr. Chan Kin Mei Stanley and Mr. Chu Siu Sum Alex will retire from office as Director at the 2016 AGM and, being eligible, to offer themselves for re-election at the 2016 AGM.

The requisite details of the above Directors proposed to be re-elected at the 2016 AGM are set out in Appendix II to this circular.

4. 2016 AGM AND PROXY ARRANGEMENT

A notice convening the 2016 AGM to be held on Friday, 23 September 2016 at 4:00 p.m. at Admiralty Conference Centre, 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as stated therein is set out on pages 18 to 22 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2016 AGM. An announcement on the poll vote results will be published by the Company after the 2016 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

The 2016 annual report incorporating the audited consolidated financial statements of the Group for the year ended 31 March 2016 and the reports of the Directors and the auditors thereon are dispatched to the Shareholders together with this circular.

You will find enclosed with this circular a form of proxy for use at the 2016 AGM and such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.expertsystems.com.hk. Whether or not you are able to attend the 2016 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the office of the Hong Kong branch share registrar and

LETTER FROM THE BOARD

transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2016 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2016 AGM, and in such event, your form of proxy shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the granting/extension of the Issuance Mandate, the Repurchase Mandate and the re-election of the retiring Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of the relevant resolutions as set out in the AGM Notice to be proposed at the 2016 AGM.

6. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2016 AGM, the transfer books and the register of members of the Company will be closed from Wednesday, 21 September 2016 to Friday, 23 September 2016, both days inclusive, during which period no transfer of the Shares will be registered. In order to establish the right to attend and vote at the 2016 AGM, all transfers, 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, located at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 20 September 2016.

7. STATEMENT OF RESPONSIBILITY

This circular, 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 circular 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 circular misleading.

8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Repurchase Mandate; and Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2016 AGM.

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

The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2016 AGM in relation to the granting of the Repurchase Mandate.

1. REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the 2016 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2016 AGM, i.e. being 800,000,000 Shares, the Directors would be authorised to exercise the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 80,000,000 Shares, being 10% of the issued share capital of the Company as at the date of the 2016 AGM. The Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

3. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the memorandum of association and the Articles of the Company, the GEM Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Under the laws of the Cayman Islands, any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 March 2016 (being the date to which the latest audited consolidated accounts of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

4. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the Controlling Shareholders, namely, Mr. Chu Siu Sum Alex, Mr. Lau Wai Kwok, Mr. Mok Chu Leung Terry, Mr. Cheung Nap Kai and Mr. Wong Chu Kee Daniel, deemed as parties acting in concert, together control 69.5% interest in the issued share capital of the Company. As a result, each of the Controlling Shareholders is deemed to be interested in such 556,000,000 Shares, representing 69.5% of the issued share capital of the Company, as at the Latest Practicable Date.

In the event that the Repurchase Mandate were exercised in full, the interest of the Controlling Shareholders, in proportion, would be increased from 69.5% to approximately 77.2%. On the basis of the aforesaid increase of shareholding held by the Controlling Shareholders, in proportion, the Directors are not aware of any consequences of such repurchases of the Shares that would result in a Shareholder, or a group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full. Moreover, the Directors do not intend to

exercise the power to repurchase Shares to an extent which would render any Shareholder or a group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Shares in public hands.

5. GEM LISTING RULES RELATING TO REPURCHASE OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the Company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by a specific approval of a particular transaction, and that the shares to be repurchased must be fully paid up.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum of association and the Articles of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors or, to the best knowledge and belief of the Directors having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules) have any present intention, in the event that the proposed Repurchase Mandate is granted, to sell the Shares to the Company. No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that they have a present intention to sell the Shares to the Company, or that they have undertaken not to sell any of the Shares held by them to the Company, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date up to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices of the Shares since the Listing Date and up to the Latest Practicable Date were as follows:

Month	Share Price (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April (from the Listing Date)	3.14	0.75
May	0.84	0.23
June (up to the Latest Practicable Date)	0.24	0.19

The biographical details of the Directors proposed to be retired at the conclusion of the 2016 AGM and be proposed to be re-elected at the 2016 AGM are set out as follows:

1. WONG CHU KEE DANIEL (黃主琦)

Position and experience

Mr. Wong Chu Kee Daniel (黃主琦) (“**Mr. Wong**”), aged 55, is the chairman of the Company and a non-executive Director. Mr. Wong is responsible for providing leadership to the Board and advising on the business strategies of our Group. He was appointed as a Director on 18 September 2015. Mr. Wong had been a director of the operating subsidiary, Expert Systems Limited (“**Expert HK**”), from October 2003 to September 2004. He was reappointed as a director of Expert HK in February 2007 and he has been holding such directorship up to now. His role in the Group has been non-executive and he has not taken part in the daily management of the Group. On 15 March 2016, Mr. Wong was appointed as a non-executive Director and the chairman of the Board. He is also a member of both the remuneration committee and corporate governance committee. Mr. Wong also holds directorships in a number of the other subsidiaries within our Group, namely Expert Systems Group Limited (“**Expert BVI**”) and Expert Systems (Macau) Limited (“**Expert Macau**”). He is one of the group of Shareholders which control the Company (the “**Controlling Shareholders**”).

Mr. Wong graduated from the University of East Anglia in the United Kingdom with a Bachelor of Science degree in Computer Studies in July 1984. He has over 30 years of experience in the IT industry.

Mr. Wong began his career as a sales support engineer in 1984 and thereafter he joined AST Research (Far East) Limited (“**AST**”), a computer products manufacturer, in February 1986. During his service at AST, he collaborated with Mr. Chu Siu Sum Alex and Mr. Mok Chu Leung Terry (being two of the Controlling Shareholders) in the development of the China market through the establishment of sales channels and joint ventures in China. Mr. Wong was a general manager for North Asia (including China, Hong Kong, Taiwan, Korea and Japan) before he left AST in October 1998. Mr. Wong is one of the founders of ServiceOne Limited (“**ServiceOne HK**”), which is a connected person of the Company and is principally engaged in providing IT support services across Hong Kong, Macau and China.

Mr. Wong had been a director of Decisionone Limited (“**Decisionone**”) which was a private company incorporated in Hong Kong. Decisionone had not commenced any business since its incorporation and it was subsequently dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance on 3 October 2008. Mr. Wong confirmed that Decisionone was solvent at the time of it being dissolved by deregistration.

Length of service

Pursuant to the Director's service contract entered into between the Company and Mr. Wong, his initial current term of office is for a period of three years commenced from 15 March 2016, unless terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Wong is also subject to retirement by rotation and reelection at the annual general meeting of the Company in accordance with the Articles.

Relationships

As far as the Directors are aware, Mr. Wong does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Interests in Share

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wong was interested in 51,300,000 Shares pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract, Mr. Wong is entitled to an annual Director's fee of HK\$150,000 and the participation in any bonus schemes or other benefits of the kind available to the executive Directors. For the year ended 31 March 2016, a sum of HK\$7,000 was paid to Mr. Wong. Mr. Wong's emoluments are determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no other information of Mr. Wong to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules; and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

2. LAU WAI KWOK (劉偉國)**Position and experience**

Mr. Lau Wai Kwok (劉偉國) ("Mr. Lau"), aged 47, is the chief executive officer of the Company and an executive Director. Mr. Lau is responsible for overseeing the business, corporate strategy, long-term planning all-round development and daily operations of the Group. He was appointed as a Director on 18 September 2015 and the chief executive officer of the Company and an executive Director on 15 March 2016. He is also the compliance officer of the Company and a member of both the nomination committee and corporate governance committee.

Mr. Lau was appointed as a director of the operating subsidiary, Expert HK, on 24 September 2004. He has been the general manager of Expert HK since October 2004, responsible for overseeing the business of the Group. Mr. Lau also holds directorships in other subsidiaries within our Group, namely Expert BVI and Expert Macau. He is one of the Controlling Shareholders.

Mr. Lau graduated from the University of Hong Kong with a degree of Bachelor of Science in November 1991. Mr. Lau has extensive experience in the IT industry, including sales, marketing and operational management. Prior to joining the Group, he was involved in the sales, marketing and management of IT and telecommunication products. He worked as a marketing executive at System-Pro Computers Limited, an IT products reseller, from August 1992 to December 1995. He joined Dell Computer Asia Limited, an IT products manufacturer, in January 1996 as account manager, and he was general sales manager of the large corporate accounts division when he left the company in April 2002. Thereafter, he joined Hutchison Global Communications Limited, a telecommunication company, as sales manager — strategic accounts in May 2002, and the position he held before he left the company in October 2004 was manager — sales (public sector).

Length of service

Pursuant to the Director's service contract entered into between the Company and Mr. Lau, his initial current term of office is for a period of three years commenced from 15 March 2016, unless terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Lau is also subject to retirement by rotation and reelection at the annual general meeting of the Company in accordance with the Articles.

Relationships

As far as the Directors are aware, Mr. Lau does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Interests in Share

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lau was interested in 96,900,000 Shares pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract, Mr. Lau is entitled to a monthly salary of HK\$69,500 and performance bonuses to be determined by the Board. For the year ended 31 March 2016, a sum of HK\$1,951,000 was paid to Mr. Lau. Mr. Lau's emoluments are determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no other information of Mr. Lau to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules; and there are no other matters concerning Mr. Lau that need to be brought to the attention of the Shareholders.

3. CHAN KIN MEI STANLEY (陳健美)**Position and experience**

Mr. Chan Kin Mei Stanley (陳健美) (“**Mr. Chan**”), aged 44, is a non-executive Director, responsible for advising on the finance, accounting, risk management and corporate governance of our Group. Mr. Chan will not be involved in the daily management and operations of our Group. He was appointed as a Director on 25 November 2015 and a non-executive Director on 15 March 2016. He is also the chairman of the corporate governance committee and a member of the audit committee.

Mr. Chan obtained a degree of Bachelor of Arts in Accountancy through distance learning from the University of Bolton in the United Kingdom in September 2007. He was admitted as an associate member of the Institute of Financial Accountants in February 2006.

Mr. Chan has around 25 years of experience in the accounting, finance and human resources fields. Prior to joining the Group, he has worked in the accounting department of a number of companies in the private sector from 1991 to 1999. From January 2000 to June 2008, Mr. Chan worked as the financial controller of NeteLusion Limited, the principal business of which was game development and operation in the interactive entertainment industry. Mr. Chan was the company secretary of the operating subsidiary, Expert HK, from March 2003 to September 2004.

Since joining Expert HK in April 2009 and up to 29 February 2016, Mr. Chan had been responsible for overseeing the finance and accounting, and human resources and administration functions of the Group. As a non-executive Director, Mr. Chan is responsible for advising the Board on the finance, accounting, corporate governance and risk management matters of the Group.

Length of service

Pursuant to the Director’s service contract entered into between the Company and Mr. Chan, his initial current term of office is for a period of three years commenced from 15 March 2016, unless terminated by either party giving to the other not less than one month’s prior notice in writing. Mr. Chan is also subject to retirement by rotation and reelection at the annual general meeting of the Company in accordance with the Articles.

Relationships

As far as the Directors are aware, Mr. Chan does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Interests in Share

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chan was interested in 6,720,000 Shares pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract, Mr. Chan is entitled to an annual Director's fee of HK\$150,000 and the participation in any bonus schemes or other benefits of the kind available to the executive Directors. For the year ended 31 March 2016, a sum of HK\$350,000 was paid to Mr. Chan. Mr. Chan's emoluments are determined with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no other information of Mr. Chan to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules; and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

4. CHU SIU SUM ALEX (朱兆深)**Position and experience**

Mr. Chu Siu Sum Alex (朱兆深) (“**Mr. Chu**”), aged 55, was appointed as a non-executive Director on 15 March 2016. He is responsible for providing market and industry knowledge in assisting the strategic planning of the Group. Mr. Chu had been a director of the operating subsidiaries, Expert HK and Expert Macau, from September 2004 to March 2015 and from July 2006 to October 2015, respectively. He is one of the Controlling Shareholders.

Mr. Chu obtained a degree of Bachelor of Science in Computing Science from the University of Newcastle upon Tyne (currently the Newcastle University) in the United Kingdom in June 1984.

Mr. Chu has over 30 years of experience in the IT industry. He worked in DAW Computer Systems Limited (“**DAW**”), an IT system integration provider in Hong Kong and China, as a software engineer, from August 1984 to November 1985. Mr. Chu then joined AST as a regional technical support engineer, in November 1985. During his

service at AST, he collaborated with Mr. Mok Chu Leung Terry and Mr. Wong (being two of the Controlling Shareholders) in the development of the China market through the establishment of sales channels and joint ventures in China. Mr. Chu was the managing director, Asia, responsible for overseeing the entire operation of marketing, sales and technical service in over 11 Asian countries, when he left AST in July 1994. He then joined Dell Computer Asia Limited in October 1994, responsible for leading its sales team, formulating and implementing its strategies for the Hong Kong and China markets. He was the Hong Kong/PRC sales director, when he left Dell Computer Asia Limited in October 2001. Thereafter, he worked in North 22 Solutions Limited, a software solutions company and a subsidiary of North 22, as a senior vice president from February 2002 to August 2004, in charge of the company's software development business. He then worked as an executive director in the operating subsidiary, Expert HK, from September 2004 to November 2007, overseeing the overall business and management of Expert HK. Mr. Chu has been working in ServiceOne HK, which is a connected person of our Company and is principally engaged in providing IT support services across Hong Kong, Macau and China, since December 2007. He is currently an executive director of ServiceOne HK, responsible for overseeing the overall management and sales function of the ServiceOne Group.

Length of service

Pursuant to the Director's service contract entered into between the Company and Mr. Chu, his initial current term of office is for a period of three years commenced from 15 March 2016, unless terminated by either party giving to the other not less than one month's prior notice in writing. Mr. Chu is also subject to retirement by rotation and reelection at the annual general meeting of the Company in accordance with the Articles.

Relationships

As far as the Directors are aware, Mr. Chu does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Interests in Share

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chu was interested in 226,380,000 Shares pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract, Mr. Chu is not entitled to any Director's fee but is entitled to the participation in any bonus schemes or other benefits of the kind available to the executive Directors. For the year ended 31 March 2016, no emolument was paid to Mr. Chu.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no other information of Mr. Chu to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules; and there are no other matters concerning Mr. Chu that need to be brought to the attention of the Shareholders.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Expert Systems Holdings Limited (the “**Company**”) will be held on Friday, 23 September 2016 at 4:00 p.m. at Admiralty Conference Centre, 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong for the purpose of considering the following ordinary business:

ORDINARY RESOLUTIONS

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 auditors for the year ended 31 March 2016.
2. To re-appoint BDO Limited as auditors of the Company and to authorize the board of the Directors to fix their remuneration.
3.
 - (a) To re-elect Mr. Wong Chu Kee Daniel as a non-executive Director.
 - (b) To re-elect Mr. Lau Wai Kwok as an executive Director.
 - (c) To re-elect Mr. Chan Kin Mei Stanley as a non-executive Director.
 - (d) To re-elect Mr. Chu Siu Sum Alex as a non-executive Director.
4. To authorize the board of the Directors to fix the respective Directors’ remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including

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warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attached to any convertible securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of any options granted under the share option scheme(s) adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association (the “**Articles**”) of the Company from time to time,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s Articles to be held; or

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- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”

- 6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby, generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s Articles to be held; or

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(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions 5 and 6 as set out in this notice convening the Meeting (the “**Notice**”), the general mandate granted to the Directors pursuant to ordinary resolution 5 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 6 as set out in this Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

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

Hong Kong, 30 June 2016

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. Mok Chu Leung Terry

Mr. Cheung Nap Kai

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

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Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member 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. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In order to be valid, the instrument appointing a proxy and (if required by the board of the Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned Meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, 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, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. To ascertain shareholders' eligibility to attend and vote at this Meeting, the register of members of the Company will be closed from 21 September 2016 to 23 September 2016 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the Meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:00 p.m., on 20 September 2016.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution 6 as set out in this notice is set out in Appendix I to the Company's circular dated 30 June 2016.
8. Details of the retiring directors proposed to be re-elected as Directors of the Company at the Meeting are set out in Appendix II to the Company's circular dated 30 June 2016.
9. A form of proxy for use at the Meeting is enclosed.
10. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the annual general meeting, the Meeting will be postponed. The Company will post an announcement on the Company's website at www.expertsystems.com.hk and the Stock Exchange's website at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.