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 ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 15 SEPTEMBER 2026 (OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF)

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 Annual General Meeting of the Company to be held on Tuesday, 15 September 2026 at 10:30 a.m. at Paragon Creator Space, 4/F, Yau Lee Centre, 45 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong, and at any adjournment or postponement 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 receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the "**Directors**") and the auditor of the Company for the year ended 31 March 2026. | | |
| 2. | To declare a final dividend of HK0.47 cent per ordinary share of the Company for the year ended 31 March 2026. | | |
| 3. | To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of Directors to fix its remuneration. | | |
| 4. | To re-elect the following persons as Directors: | | |
| | (a) Ms. Lau Tsz Yan as an executive Director. | | |
| | (b) Mr. So Cheuk Wah Benton as an executive Director. | | |
| | (c) Mr. Ko Man Fu as an independent non-executive Director. | | |
| 5. | To authorise the board of Directors to fix the respective Directors' remuneration. | | |
| 6. | To grant a general mandate to the Directors to allot, issue, and deal with additional shares of the Company (including any sale or transfer of the treasury shares of the Company (if any) out of treasury) not exceeding 20% of the total number of the issued shares of the Company (excluding treasury shares of the Company, if any) as at the date of passing this resolution. | | |
| 7. | To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of the issued shares of the Company (excluding treasury shares of the Company, if any) as at the date of passing this resolution. | | |
| 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. | | |

Dated this __________ day of __________ 2026 Signature(s) *(see Note 5)* ____________________

*Notes:*

1. 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).
2. A member may appoint more than one proxy of his/her/its 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.
3. **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.
4. 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.
5. 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.
6. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time for holding the meeting or any adjournment or postponement 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 or postponed meeting thereof) if they so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.
7. A proxy need not be a shareholder of the Company.

### 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.