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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)

**FIRST QUARTERLY RESULTS ANNOUNCEMENT
FOR THE THREE MONTHS ENDED 30 JUNE 2021**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Expert Systems Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces the unaudited first quarterly results of the Group for the three months ended 30 June 2021. This announcement, containing the full text of 2021 First Quarterly Report of the Company (“**Quarterly Report**”), complies with the relevant requirements of the Rules Governing the Listing Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to information to accompany preliminary announcements of the quarterly results. Printed version of the Quarterly Report containing the information required by the GEM Listing Rules will be dispatched to the shareholders of the Company in due course in the manner as required by the GEM Listing Rules.

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

Hong Kong, 9 August 2021

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

Ms. Lau Tsz Yan

Mr. So Cheuk Wah Benton

Non-executive Directors:

Mr. Chu Siu Sum Alex

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

This announcement, for which the Directors of the Company 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.

This announcement 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 a minimum period of 7 days from the date of publication. This announcement will also be posted on the Company's website at www.expertsystems.com.hk.



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FIRST QUARTERLY REPORT

2021/22



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GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, 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 report.

This report, for which the directors (the “Directors”) of Expert Systems Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 report 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 report misleading.

This report 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 a minimum period of 7 days from the date of publication. This report will also be published and remains on the Company’s website at www.expertsystems.com.hk.



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Highlights

- Revenue for the three months ended 30 June 2021 ("Q1 FY2022") decreased to approximately HK\$115.8 million by approximately 7.8% from that for the three months ended 30 June 2020 ("Q1 FY2021").
- Gross profit for Q1 FY2022 increased to approximately HK\$17.3 million by approximately 3.9% from Q1 FY2021.
- Profit and total comprehensive income for Q1 FY2022 grew by approximately 3.9% to approximately HK\$4.0 million as compared to Q1 FY2021.
- Earnings per share increased by approximately 4.2% from approximately HK0.48 cent for Q1 FY2021 to approximately HK0.50 cent for Q1 FY2022.

Condensed Consolidated Statement of Comprehensive Income

For the three months ended 30 June 2021

	Notes	Three months ended 30 June	
		2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Revenue	5	115,835	125,641
Cost of sales		(98,549)	(108,996)
Gross profit		17,286	16,645
Other income and gains	5	1,016	420
Selling expenses		(9,779)	(9,378)
Administrative expenses		(3,581)	(2,896)
Expected credit loss on financial assets		(36)	(47)
Finance cost		(73)	(92)
Profit before income tax expense		4,833	4,652
Income tax expense	6	(804)	(776)
Profit and total comprehensive income for the period		4,029	3,876
Earnings per share — Basic and diluted	8	HK0.50 cent	HK0.48 cent

Condensed Consolidated Statement of Changes in Equity

For the three months ended 30 June 2021

	Share capital HK\$'000	Share premium HK\$'000	Share options reserve HK\$'000	Merger reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 31 March 2021 and 1 April 2021 (audited)	8,000	63,219	970	(25,395)	75,201	121,995
Profit and total comprehensive income for the period	–	–	–	–	4,029	4,029
Share issued upon exercise of share option	4	40	–	–	–	44
Recognition of equity-settled share-based payment	–	–	54	–	–	54
At 30 June 2021 (unaudited)	8,004	63,259	1,024	(25,395)	79,230	126,122
At 31 March 2020 and 1 April 2020 (audited)	8,000	66,819	607	(25,395)	53,481	103,512
Profit and total comprehensive income for the period	–	–	–	–	3,876	3,876
Recognition of equity-settled share-based payment	–	–	91	–	–	91
At 30 June 2020 (unaudited)	8,000	66,819	698	(25,395)	57,357	107,479

Notes to the Condensed Consolidated Financial Statements

For the three months ended 30 June 2021

1. GENERAL INFORMATION

Expert Systems Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (2004 revision) Chapter 22 of the Cayman Islands on 18 September 2015. Its shares are listed on the GEM of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 12 April 2016 (the “Listing Date”). The address of the Company’s registered office is Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands and its principal place of business in Hong Kong is 22/F., Yen Sheng Centre, 64 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the provision of IT infrastructure solutions in Hong Kong and Macau.

2. BASIS OF PREPARATION AND PRESENTATION

The unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2021 have been prepared in accordance with accounting principles generally accepted in Hong Kong which include Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (collectively, “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosures required by the GEM Listing Rules.

The principal accounting policies used in the unaudited condensed consolidated financial statements are consistent with those adopted in the preparation of the Group’s annual financial statements for the year ended 31 March 2021 except for the new and revised HKFRSs that are first effective for the current reporting period of the Company.

The unaudited condensed consolidated financial statements have been prepared under the historical cost basis. The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company and its subsidiaries, and all values are rounded to the nearest thousands, except when otherwise indicated. The unaudited condensed consolidated financial statements have not been audited by the Company’s auditor, but have been reviewed by the Company’s audit committee.

Notes to the Condensed Consolidated Financial Statements

For the three months ended 30 June 2021

3. ADOPTION OF HKFRSs

The adoption of the following new and revised HKFRSs has had no significant effect on these unaudited condensed consolidated financial statements for the three months ended 30 June 2021 and there have been no significant changes to the accounting policies applied in these unaudited condensed consolidated financial statements for the three months ended 30 June 2021.

Amendments to HKFRS 16
Amendments to HKAS 39,
HKFRS 4, HKFRS 7,
HKFRS 9 and HKFRS 16

COVID-19-Related Rent Concessions beyond 30 June 2021
Interest Rate Benchmark Reform — Phase 2

The Group has not applied those new and revised HKFRSs, amendments or interpretations that have been issued but are not yet effective. The Group is currently assessing the impact of the adoption of such new and revised standards, amendments or interpretations but is yet to be in a position to state whether they would have any material financial impact on the Group's results of operations and financial position.

4. SEGMENT INFORMATION

The chief operating decision maker is identified as executive directors of the Company. The Group has identified its operating segment based on the regular internal financial information reported to the Company's executive directors for their decisions about resources allocation and review of performance. For the reporting period, the executive directors have considered the only operating segment of the Group to be the provision of IT infrastructure solutions and finance leases income.

Geographical information

The following is an analysis of the Group's revenue by the geographical locations of customers.

	Three months ended 30 June	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Hong Kong	115,750	125,258
Macau	85	383
	115,835	125,641

During both reporting periods, all of the Group's non-current assets are located in Hong Kong.

Information about major customers

There was no single customer who contributed to 10.0% or more revenue of the Group for the reporting period (2020: There was a single customer who contributed to 25.6% revenue of the Group).

Notes to the Condensed Consolidated Financial Statements

For the three months ended 30 June 2021

5. REVENUE AND OTHER INCOME AND GAINS

The Group's principal activities are the provision of IT infrastructure solutions and finance leases income.

An analysis of revenue, other income and gains is as follows:

	Three months ended 30 June	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Revenue:		
Provision of IT infrastructure solutions	115,815	125,618
Finance lease income	20	23
Total	115,835	125,641
Other income and gains:		
Interest income	44	243
Exchange gain	89	136
Reversal of impairment loss of obsolete stock	12	–
Sundry income	871	41
Total	1,016	420

The following table provides information about trade receivables and contract liabilities from contracts with customers.

	30 June 2021 HK\$'000 (unaudited)	31 March 2021 HK\$'000 (audited)
Trade receivables	90,575	83,742
Contract liabilities	(12,530)	(18,718)

Notes to the Condensed Consolidated Financial Statements

For the three months ended 30 June 2021

6. INCOME TAX EXPENSE

	Three months ended 30 June	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Current tax — Hong Kong profits tax	804	776

According to the Inland Revenue (Amendment) (No. 3) Ordinance 2018 enacted on 29 March 2018, the two-tiered profits tax regime (the "Regime") is effective from the year of assessment 2018/19. Profits tax rate for the first HK\$2,000,000 of assessable profits of corporations is lowered to 8.25% with the excess assessable profits continue to be taxed at 16.5% (2020: 16.5%). The Hong Kong profits tax for the reporting period and 2020 is provided based on the Regime.

Pursuant to the rules and regulations of Cayman Islands, the Group is not subject to any taxation under the jurisdictions of Cayman Islands during the reporting period (2020: nil).

No provision for Macau income tax has been made as the Group did not generate any assessable profits arising in Macau during the reporting period (2020: nil).

7. DIVIDENDS

A final dividend in respect of the year ended 31 March 2021 of HK0.90 cent (2020: HK0.45 cent) per ordinary share (tax exclusive) amounting to HK\$7,204,000 (2020: HK\$3,600,000) was proposed pursuant to a resolution passed by the Board of Directors on 17 June 2021 and subject to the approval by the shareholders at the annual general meeting of the Company to be held on 17 September 2021 or any adjournment thereof. This proposed dividend is not reflected as dividend payable in the consolidated financial statements.

Other than disclosed above, no dividends were paid or declared by the Company during the reporting period (2020: nil).

8. EARNINGS PER SHARE

For the three months ended 30 June 2021, the calculation of basic earnings per share is based on the profit for the period attributable to the owners of the Company of HK\$4,029,000 (2020: HK\$3,876,000) and on the basis of the weighted average number of 800,131,868 (2020: 800,000,000) ordinary shares in issue.

Diluted earnings per share are same as the basic earnings per share as the impact of the potential dilutive ordinary shares is insignificant during the reporting period and 2020.

Management Discussion and Analysis

BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in the provision of IT infrastructure solutions whereby the Group assesses, designs and implements IT infrastructure solutions for the Group's customers by integrating different hardware and software sourced from third party suppliers to satisfy various IT requirements and needs of the Group's customers.

BUSINESS REVIEW

For the three months ended 30 June 2021 ("Q1 FY2022") as compared to the last corresponding period ended 30 June 2020 ("Q1 FY2021"), the Group recorded a revenue decrease of approximately 7.8% and our gross profit increased by approximately 3.9%.

Business in the Private Sector

The Group's revenue in the private sector decreased by approximately 25.8% from approximately HK\$68.4 million, representing 54.4% of our total revenue, for Q1 FY2021 to approximately HK\$50.8 million, representing 43.8% of our total revenue, for Q1 FY2022.

The Group's gross profit in the private sector for Q1 FY2022 amounted to approximately HK\$8.4 million, representing 48.3% of our total gross profit and a decrease of approximately HK\$1.5 million, or approximately 15.6%, as compared to that of Q1 FY2021 of approximately HK\$9.9 million, which represented 59.4% of our total gross profit in Q1 FY2021. Our gross profit margin of this sector in Q1 FY2022 was approximately 16.4%, representing an increase of 1.9 percentage points as compared to that of Q1 FY2021 of approximately 14.5%.

We consider that the decrease in revenue from the private sector was primarily due to the decrease in demand for IT infrastructure solutions from our customers in the private sector for the period and the increase in gross profit margin from the private sector was the result of our efforts in obtaining more favourable terms from our suppliers.

Management Discussion and Analysis

Business in the Public Sector

The Group's revenue in the public sector increased by approximately 13.7% from approximately HK\$57.2 million, representing 45.6% of our total revenue, for Q1 FY2021 to approximately HK\$65.0 million, representing 56.2% of our total revenue, for Q1 FY2022.

The Group's gross profit in the public sector for Q1 FY2022 amounted to approximately HK\$8.9 million, representing 51.7% of our total gross profit and an increase of approximately HK\$2.2 million, or approximately 32.3%, as compared to that of Q1 FY2021 of approximately HK\$6.7 million, which represented 40.6% of our total gross profit in Q1 FY2021. Our gross profit margin of this sector for Q1 FY2022 was approximately 13.7%, representing an increase of 1.9 percentage points as compared to that of Q1 FY2021 of approximately 11.8%.

We consider that the increase in revenue from the public sector was primarily due to the increase in demand for IT infrastructure solutions from our customers in the public sector for the period and the increase in gross profit margin from the public sector was the result of our efforts in obtaining more favourable terms from our suppliers.

OUTLOOK

Our Group considers that the current business environment for the short-to-medium term continues to be challenging. The Group's performance is likely to be affected by the negative business sentiment due to the continual global outbreak of the coronavirus epidemic and the uncertain global economy due to the escalating US-China tensions. We consider that might have negative impacts on our business volume and exert pressure on our pricing terms and hence on our profit margin and profitability. Given the level of uncertainty around the duration of the economic crisis and the shape of recovery, there are wide range of possible outcomes for the year.

Management Discussion and Analysis

Our Group has taken actions in adjusting our business prioritization plans for the short-to-medium term to reflect the shift in current customer demand and to capture new business opportunities that help our customers navigate through their challenges. Moreover, we believe that enterprises and institutions will keep adopting digital transformation in the long run with the purpose not only to enhance their operation efficiency, but also create their own digital business models, which means to digitalize their business or do their business online in their own ways. Therefore, we are enhancing our product portfolio and support resources to provide the best valued solutions and services to our customers who continue to invest in technologies. We remain focus on our long-term plan in driving strategic development and growth in four key business opportunities, namely:

- (i) Hybrid Cloud, Multi Cloud & “as-a-Service”
- (ii) Container Technology & DevOps
- (iii) Cyber Security
- (iv) Application Management Services

These technologies enable us to provide higher value and more comprehensive total solutions and services to our customers through their digital transformation journey.

In order to capitalise the above mentioned opportunities, we are not only continuously strengthening our strategic relationship with our suppliers, but also enhancing our specialised technical expertise and domain knowhow on the latest and proven infrastructure solutions. We also strive to develop an even more diversified customer base across private and public sectors.

Our robust balance sheet gives us the flexibility not only to weather the current storm but also to continue to invest in key growth initiatives when the right opportunity arises. We will explore any appropriate merger and acquisition opportunities for the enhancement of our enterprise value. This will only be carried out in a cautious manner and has to be for the benefit of our Group and in the shareholders’ best interest.

In view of the uncertain business environment, the Group will be cautious in managing the business risk; prepare to respond to the changes in such economic and business environment, and aim at strategically developing the Group’s business to mitigate the said impacts. Furthermore, we have taken prudent and decisive steps on cost optimization to reflect the current revenue environment, and to position ourselves as a more resilience company in the post-COVID-19 world so that we are well prepared for the different outcomes. Nevertheless, we will continue to focus on its core businesses and provide innovative and integrated IT infrastructure solutions to customers in both private and public sectors, so as to enable our enterprise and institution customers to extract maximum value from their IT engagements.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately 7.8% from approximately HK\$125.6 million for Q1 FY2021 to approximately HK\$115.8 million for Q1 FY2022, which was primarily attributable to the decrease in demand from our customers for IT infrastructure solutions in Q1 FY2022 as compared to Q1 FY2021.

Gross profit and gross profit margin

For Q1 FY2022, our gross profit amounted to approximately HK\$17.3 million, representing an increase of approximately HK\$0.7 million, or approximately 3.9%, as compared to that of Q1 FY2021 of approximately HK\$16.6 million.

The Group's gross profit margin for Q1 FY2022 was approximately 14.9%, representing an increase of approximately 1.7 percentage points as compared to that of Q1 FY2021 of approximately 13.2%. The increase in the Group's gross profit margin was the result of our efforts in obtaining more favourable terms from our suppliers.

Other income and gains

Other income and gains increased by approximately HK\$0.6 million, or approximately 141.9%, from approximately HK\$0.4 million for Q1 FY2021 to approximately HK\$1.0 million for Q1 FY2022. The increase was mainly due to the net effect of the increase the sundry income of HK\$0.8 million and the decrease the interest income of HK\$0.2 million during the period.

Selling expenses

For Q1 FY2022, the Group's selling expenses amounted to approximately HK\$9.8 million, representing an increase of approximately HK\$0.4 million (or approximately 4.3%) as compared to Q1 FY2021 of approximately HK\$9.4 million. Such increase was mainly attributed by the increase in our staff cost.

Administrative expenses

The Group's administrative expenses for Q1 FY2022 were approximately HK\$3.6 million, representing an increase of approximately HK\$0.7 million (or approximately 23.7%) from approximately HK\$2.9 million for Q1 FY2021. Such increase was mainly attributed by the increase in our staff cost.

Management Discussion and Analysis

Expected credit loss on financial assets

The Group has applied the simplified approach to financial assets to provide for expected credit losses prescribed by HKFRS 9 Financial Instruments. As a result, an impairment loss of less than HK\$0.1 million was charged for Q1 FY2022 (Q1 FY2021: an impairment loss of less than HK\$0.1 million was charged).

Finance cost

Finance costs represented interest expenses arisen from lease liabilities of approximately HK\$0.1 million for Q1 FY2022 (Q1 FY2021: HK\$0.1 million).

Income tax expense

The Group's income tax expense for Q1 FY2022 was approximately HK\$0.8 million, which was retained at the similar level for Q1 FY2021. The effective tax rate for Q1 FY2022 was 16.6% which was comparable to that of 16.7% for Q1 FY2021.

Profit attributable to owners of the Company

The profit attributable to owners of the Company increased by approximately 3.9% from approximately HK\$3.9 million for Q1 FY2021 to approximately HK\$4.0 million for Q1 FY2022, which was primarily attributable to the above mentioned effects.

Earnings per share

Basic and diluted earnings per share for Q1 FY2022 amounted to approximately HK0.50 cent, representing an increase of approximately 4.2% as compared to approximately HK0.48 cent in Q1 FY2021.

Events After the Reporting Date

On 9 July 2021, the Company and its wholly-owned subsidiary namely Expert Systems Group Limited, entered into a sale and purchase agreement with ServiceOne Global Holdings Limited to acquire 70% of the issued share capital of ServiceOne International Holdings Limited. Details of the transaction were set out in the Company's announcement dated 9 July 2021. Save as disclosed above, there is no significant event after the reporting period of the Group.

Other Information

DIRECTORS' AND CHIEF EXECUTIVES' INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 30 June 2021, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which shall have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have or deemed to have taken under such provisions of the SFO) or which shall be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which shall be required to notify the Company and the Stock Exchange pursuant to Rule 5.46 to Rule 5.67 of the GEM Listing Rules, were as follows:

Long position in ordinary shares of the Company:

Name of Director/ chief executive	Name of Group member/ associated corporation	Nature of interest	Total number of shares	Approximate percentage of the Company's issued share capital
Mr. Chu Siu Sum Alex ("Mr. Chu")	the Company	Beneficial owner	226,890,000	28.3%
Mr. Lau Wai Kwok ("Mr. Lau")	the Company	Beneficial owner	100,000,000	12.5%
Mr. Wong Chu Kee Daniel ("Mr. Wong")	the Company	Beneficial owner	53,300,000	6.7%
Mr. Chan Kin Mei Stanley ("Mr. Chan")	the Company	Beneficial owner	6,720,000	0.8%

Other Information

Long position in share options of the Company:

Name of Director/chief executive	Number of share options directly beneficially owned
Mr. Lau	2,000,000
Ms. Lau Tsz Yan ("Ms. Lau")	2,000,000
Mr. So Cheuk Wah Benton ("Mr. So")	2,000,000
Mr. Chu	500,000
Mr. Wong	500,000
Mr. Chan	500,000
Mr. Au Yu Chiu Steven ("Mr. Au")	100,000
Mr. Chung Fuk Wing Danny ("Mr. Chung")	100,000
Mr. Ko Man Fu ("Mr. Ko")	100,000
Mr. Mak Wai Sing ("Mr. Mak")	100,000

Save as disclosed above, as at 30 June 2021, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

At no time during the reporting period were rights to acquire benefits by means of the acquisition of shares or debentures of the Company granted to any Director or their respective associates, or were any such rights exercised by them; or was the Company, or any of the Company's subsidiaries a party to any arrangement to enable the Directors or their respective associates to acquire such rights in any other body corporate.

Other Information

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES OR UNDERLYING SHARES

As at 30 June 2021, so far as the Directors are aware, other than a Director or chief executive of the Company whose interests are disclosed under the paragraph headed "Directors' and chief executives' interest and short positions in shares, underlying shares or debentures" above, the following persons had an interest or short position in the shares or underlying shares of the Company which shall be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, are interested in 5.0% or more of the issued voting shares of any member of the Group:

Long position

Name of shareholder	Nature of interest	Total number of shares and share options held	Approximate percentage of the Company's issued share capital
Mr. Mok Chu Leung Terry ("Mr. Mok")	Beneficial owner	91,800,000	11.5%
Mr. Cheung Nap Kai ("Mr. Cheung")	Beneficial owner	89,760,000	11.2%
Ms. Luk Yuen Wah Nancy	Interest of spouse	227,390,000 (note 1)	28.4%
Ms. Keung Lai Wa Dorathy Linndia	Interest of spouse	102,000,000 (note 2)	12.7%
Ms. Yan Yihong	Interest of spouse	91,800,000 (note 3)	11.5%
Ms. Tuen Chi Keung	Interest of spouse	89,760,000 (note 4)	11.2%
Ms. Lee Kit Ling Monita	Interest of spouse	53,800,000 (note 5)	6.7%

Notes:

1. Ms. Luk Yuen Wah Nancy, the spouse of Mr. Chu, is deemed to be interested in all the shares in which Mr. Chu is interested by virtue of the SFO.
2. Ms. Keung Lai Wa Dorathy Linndia, the spouse of Mr. Lau, is deemed to be interested in all the shares in which Mr. Lau is interested by virtue of the SFO.
3. Ms. Yan Yihong, the spouse of Mr. Mok, is deemed to be interested in all the shares in which Mr. Mok is interested by virtue of the SFO.
4. Ms. Tuen Chi Keung, the spouse of Mr. Cheung, is deemed to be interested in all the shares in which Mr. Cheung is interested by virtue of the SFO.
5. Ms. Lee Kit Ling Monita, the spouse of Mr. Wong, is deemed to be interested in all the shares in which Mr. Wong is interested by virtue of the SFO.

Saved as disclosed above, the Directors were not aware of any other persons other than the Directors or chief executive of the Company who held an interest or short positions in the shares and underlying shares of the Company as at 30 June 2021 which were required to be recorded pursuant to section 336 of the SFO.

Other Information

SHARE OPTION SCHEME

The share option scheme (the “Scheme”) was conditionally approved and adopted pursuant to a resolution in writing passed by the shareholders of the Company on 15 March 2016, which became effective on the Listing Date. A summary of the principal terms of the Scheme is set out in Appendix IV to the Company’s prospectus dated 30 March 2016.

Details of the movements in the number of share options under the Scheme for the three months ended 30 June 2021 are set out as follows:

Name of Grantee	Date of Grant	Exercise price per share (HK\$)	Outstanding as at 1 April 2021	Number of share options			Outstanding as at 30 June 2021
				Granted during the period	Exercised during the period	Lapsed/ cancelled during the period	
Executive Directors							
Mr. Lau	15-Apr-19	0.111	2,000,000	–	–	–	2,000,000
Ms. Lau	15-Apr-19	0.111	2,000,000	–	–	–	2,000,000
Mr. So	15-Apr-19	0.111	2,000,000	–	–	–	2,000,000
Non-executive Directors							
Mr. Wong	15-Apr-19	0.111	500,000	–	–	–	500,000
Mr. Chu	15-Apr-19	0.111	500,000	–	–	–	500,000
Mr. Chan	15-Apr-19	0.111	500,000	–	–	–	500,000
Independent non-executive Directors							
Mr. Au	15-Apr-19	0.111	100,000	–	–	–	100,000
Mr. Chung	15-Apr-19	0.111	100,000	–	–	–	100,000
Mr. Ko	15-Apr-19	0.111	100,000	–	–	–	100,000
Mr. Mak	15-Apr-19	0.111	100,000	–	–	–	100,000
Other employees							
In aggregate	15-Apr-19	0.111	8,000,000	–	400,000	600,000	7,000,000
			15,900,000	–	400,000	600,000	14,900,000

Other Information

The outstanding share options granted on 15 April 2019 ("Date of Grant") are exercisable in the manner and during the five periods (each an "exercisable period") as set out below at an exercise price of HK\$0.111 per share. The closing price of the shares immediately before the Date of Grant was HK\$0.098.

First exercisable period:	20.0% of the share options granted exercisable from 15 April 2020 to 14 April 2029
Second exercisable period:	20.0% of the share options granted exercisable from 15 April 2021 to 14 April 2029
Third exercisable period:	20.0% of the share options granted exercisable from 15 April 2022 to 14 April 2029
Fourth exercisable period:	20.0% of the share options granted exercisable from 15 April 2023 to 14 April 2029
Fifth exercisable period:	20.0% of the share options granted exercisable from 15 April 2024 to 14 April 2029

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during Q1 FY2022.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS

None of the Directors, the directors of the Company's subsidiaries, the Company's controlling shareholders, or any of their respective close associates, as defined in the GEM Listing Rules, had interest in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has any other conflict of interests with the Group (other than being a Director and/or a director of its subsidiaries and their respective associates) during Q1 FY2022.



Other Information

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. After making specific enquiry of all the Directors, the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors during Q1 FY2022.

CORPORATE GOVERNANCE PRACTICE

The Company has applied the principles and code provisions in the Corporate Governance Code and Corporate Governance Report (the "Code") as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with the Code during Q1 FY2022, save for the deviation from such code disclosed below.

Pursuant to code provision F.1.1 of the Code, the company secretary of the Company should be an employee of the Company and have day-to-day knowledge of the Company's affairs. Mr. Lau Siu Ki, being the Company's company secretary, is not an employee of the Company. The Company has assigned Ms. Wong Yuk Lam, the general manager, finance of the Group, as the contact person with Mr. Lau Siu Ki. Taking into account that Mr. Lau Siu Ki has substantial experience in the corporate secretarial field, providing professional corporate services to Hong Kong listed companies and it is more cost effective to engage an external service provider, the Directors consider that it is beneficial to appoint Mr. Lau Siu Ki as the company secretary of the Company.

The Directors believe that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture which would benefit the Company's stakeholders as a whole. The Directors will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with the increasingly tightened regulatory requirements from time to time, and to meet the rising expectation of the shareholders and other stakeholders of the Company.

AUDIT COMMITTEE

The audit committee of the Company has reviewed the unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2021 with the management and is of the view that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

Other Information

APPRECIATION

On behalf of the Board of Directors, I would like to thank all our employees for their contribution and commitments. I also wish to extend my sincere gratitude to our shareholders, customers, suppliers and business partners for their long-term supports and dedication in the reporting period.

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

Hong Kong, 9 August 2021

As at the date of this report, the Board composition 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:

Ms. Lau Tsz Yan

Mr. So Cheuk Wah Benton

Non-executive Directors:

Mr. Chu Siu Sum Alex

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