

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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Prime Intelligence Solutions Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Prime Intelligence Solutions Group Limited

匯安智能科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8379)

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Prime Intelligence Solutions Group Limited (the “2019 AGM”) to be held at Unit A, 12th Floor, Mai Sik Industrial Building, 1–11 Kwai Ting Road, Kwai Chung, New Territories, Hong Kong on Tuesday, 13 August 2019 at 11:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the 2019 AGM is also enclosed with this circular. Such form of proxy is also published on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the Company at www.primeintelligence.com.hk.

Whether or not you are able to attend the 2019 AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which will be relocated to Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 11 July 2019) as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2019 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2019 AGM or any adjournment thereof should you so wish.

28 June 2019

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CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

“2018 AGM”	the annual general meeting of the Company held on 13 August 2018;
“2019 AGM”	the annual general meeting of the Company to be convened at Unit A, 12th Floor, Mai Sik Industrial Building, 1–11 Kwai Ting Road, Kwai Chung, New Territories, Hong Kong on Tuesday, 13 August 2019 at 11:00 a.m.;
“Articles”	the articles of association of the Company as amended and restated from time to time;
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“Board”	the board of Directors;
“close associate”	has the meaning ascribed to it under the GEM Listing Rules;
“Company”	Prime Intelligence Solutions Group Limited (匯安智能科技集團有限公司), a company incorporated in the Cayman Islands with limited liability and whose shares are listed on GEM (Stock Code: 8379);
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended from time to time;
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extension Mandate;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the 2019 AGM;
“Latest Practicable Date”	21 June 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Date”	14 February 2018, the date on which trading in the Shares commenced on GEM;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing the relevant resolution at the 2019 AGM;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD

Prime Intelligence Solutions Group Limited

匯安智能科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8379)

Executive Directors:

Mr. Yuen Kwok Wai, Tony
(Chairman and chief executive officer)

Ms. Yuen Mei Ling, Pauline

Ms. Sun Ngai Chu, Danielle

Non-executive Director:

Mr. Yam Chiu Fan, Joseph

Independent non-executive Directors:

Mr. Hui Man Ho, Ivan

Mr. Chung Billy

Mr. Mui Pak Kuen

Registered office:

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman

KY1-1108

Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*

Unit A, 6/F

TLP132

Nos. 132-134

Tai Lin Pai Road

Kwai Chung

New Territories

Hong Kong

28 June 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2019 AGM for the approval of (i) the grant of the Issue Mandate; (ii) the grant of the Repurchase Mandate; (iii) the grant of the Extension Mandate and (iv) the re-elections of Directors and to give you a notice convening the 2019 AGM which is set out on pages 14 to 18 of this circular.

LETTER FROM THE BOARD

2. GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the 2018 AGM, the Directors were granted (a) a general and unconditional mandate to exercise the powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing such resolution; (b) a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing such resolution; and (c) the power to extend the general and unconditional mandate mentioned in (a) above by an additional number representing such number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the 2019 AGM. At the 2019 AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of the above resolutions are set out in resolutions paragraphs 5 to 7 as set out in the notice of the 2019 AGM contained in pages 14 to 18 of this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares. On the basis that no further Shares are repurchased or issued from the Latest Practicable Date to the date of the 2019 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares and under the Issue Mandate to issue a maximum of 160,000,000 Shares, representing 10% and 20% of the issued Shares as at the Latest Practicable Date, respectively.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2019 AGM; (b) the date by which the next annual general meeting is required to be held under the Articles or any applicable laws of the Cayman Islands or the GEM Listing

LETTER FROM THE BOARD

Rules; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the 2019 AGM.

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

3. RE-ELECTION OF DIRECTORS

Pursuant to Article 108 of the Articles, Mr. Mui Pak Kuen, Mr. Chung Billy and Mr. Hui Man Ho, Ivan shall retire from office as Directors by rotation at the 2019 AGM. Mr. Mui Pak Kuen, Mr. Chung Billy and Mr. Hui Man Ho, Ivan have agreed to offer himself for re-election at the 2019 AGM. Each of the Directors should abstain from voting on the respective propositions of their recommendations for re-election by the Shareholders.

Particulars of each of the Directors proposed to be re-elected at the 2019 AGM which are required to be disclosed by the GEM Listing Rules are set out in Appendix II to this circular.

4. 2019 AGM AND PROXY ARRANGEMENT

The notice of the 2019 AGM is set out on pages 14 to 18 of this circular. At the 2019 AGM, resolutions will be proposed to approve, inter alia, the granting of the General Mandates and the re-election of the Directors.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be made by the Company after the 2019 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder will be required to abstain from voting on any resolutions to be approved at the AGM.

A form of proxy for use at the 2019 AGM is enclosed with this circular and such form of proxy is also published on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the Company at www.primeintelligence.com.hk. Whether or not you are able to attend the 2019 AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 11 July 2019) as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2019 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2019 AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

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.

6. RECOMMENDATION

The Directors consider that all the proposed resolutions at the 2019 AGM, including but not limited to the granting of the General Mandates and the re-election of the Directors are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the 2019 AGM.

Yours faithfully,
For and on behalf of the Board
Prime Intelligence Solutions Group Limited
匯安智能科技集團有限公司
Yuen Kwok Wai, Tony
Chairman

This Appendix serves as an explanatory statement, as 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 2019 AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

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

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant ordinary resolution at the 2019 AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the 2019 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. 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.

3. FUNDING OF REPURCHASE

Any repurchase by our Company may only be funded out of funds legally available for such purpose in accordance with the Company's memorandum of association, the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2019) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, 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 requirements or the gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the 2019 AGM.

No core connected person has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders at the 2019 AGM.

6. DIRECTOR'S UNDERTAKING

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

7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, 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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Delighting View Global Limited, being the controlling shareholder of the Company, held approximately 45.75% of the issued share capital of the Company. Delighting View Global Limited is beneficially owned as to 85% by Mr. Yuen Kwok Wai, Tony ("**Mr. Tony Yuen**") and 15% by Ms. Yuen Mei Ling, Pauline ("**Ms. Pauline Yuen**") respectively and Mr. Tony Yuen and Ms. Pauline Yuen are parties acting in concert, each of Mr. Tony Yuen and Ms. Pauline Yuen is deemed to be interested in all the Shares held by Delighting View Global Limited under the SFO. Ms. Pauline Yuen is the sister of Mr. Tony Yuen. Accordingly, each of Mr. Tony Yuen and Ms. Pauline Yuen is deemed to be interested in the Shares held by Delighting View Global Limited under the SFO. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the interests of Delighting View Global Limited, Mr. Tony Yuen and Ms. Pauline Yuen in the Company would increase to approximate 50.8% of the issued share capital of the Company. The Directors consider that such increase may give rise to an obligation on the part of Delighting View Global Limited to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in such takeover obligation. Besides, the Directors have no present intention to repurchase Shares to an extent which will result in the number of Shares held by the public being reduced to less than 25%.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company in the six months preceding the Latest Practicable Date, whether on the GEM or otherwise.

9. MARKET PRICES

The highest and lowest prices per Share at which the Shares have traded on GEM during each of the previous twelve months preceding the Latest Practicable Date were as follows:

Month	Highest Price (HK\$)	Lowest Price (HK\$)
2018		
June	0.275	0.275
July	0.199	0.152
August	0.163	0.110
September	0.152	0.110
October	0.134	0.103
November	0.124	0.090
December	0.138	0.090
2019		
January	0.116	0.099
February	0.114	0.095
March	0.105	0.091
April	0.100	0.087
May	0.085	0.066
June (up to the Latest Practicable Date)	0.098	0.066

The following are the particulars of the Directors (as required by the GEM Listing Rules) who are subject to re-election at the 2019 AGM.

Mr. Mui Pak Kuen (“**Mr. Mui**”), aged 57, was appointed as an independent non-executive Director on 18 January 2018. He is responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Mui has over 30 years of experience in information technology and telecommunication industry. He first joined COL Limited as an analyst programmer from July 1986 to January 1990. From February 1990 to June 1992, he worked as a consultant in Logica Limited. Mr. Mui was a senior consultant in Hutchison Paging Limited from October 1992 to March 1994 and was mainly responsible for liaising with business partners in application specification. He then worked in Hutchison Telecommunications (Hong Kong) Limited from April 1994 to October 1997 as the information technology manager for the fixed network operation and was mainly responsible for leading the fixed network IT project team for product evaluation, development and implementation.

Mr. Mui was then employed by PricewaterhouseCoopers from August 1998 to December 1999 as a supervising consultant. He later worked as the assistant vice-president in business development in PCCW Limited from January 2000 to July 2011. From July 2011 to January 2017, he was the head of Greater China business development in Tiixa International Company Limited.

Mr. Mui obtained a diploma in business computer studies from the Faculty of Business in Lingnan College Hong Kong in November 1986. He subsequently obtained a master of economics degree in business administration from Zhongshan University in the PRC in January 1998 and further obtained a bachelor of computing degree from the University of South Australia in September 2004.

Mr. Mui is not connected with any Directors, substantial Shareholders, controlling shareholders or senior management of the Company.

Mr. Mui has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by the Company or Mr. Mui by giving not less than three months' notice in writing to the other and he is subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Mui was entitled to an annual salary of HK\$120,000 which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, Mr. Mui has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the past three years and does not have any other major appointment or professional qualifications.

Mr. Mui does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Mui that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Chung Billy (“**Mr. Chung**”), aged 44, was appointed as an independent non-executive Director on 18 January 2018. He is responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Chung obtained a bachelor of arts degree in chartered accountancy studies from The University of Waterloo, Canada in June 1999. He further obtained a master of business administration degree from the University of Toronto, Canada in June 2004. Mr. Chung also obtained a diploma in investigative and forensic accounting from the University of Toronto Mississauga in 2013 and completed a business analytics certificate programme, which is an online distance learning course, from the Northwestern University, the United States, in August 2016.

Mr. Chung has over 8 years of management experience. Mr. Chung worked as an assistant manager in H.C. Watt & Company Limited in Hong Kong from August 2005 to July 2006 and was mainly responsible for assisting in the initial public offering auditing. In June 2007, Mr. Chung was appointed as an independent non-executive director of Culturecom Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 0343), and was subsequently redesignated as an executive director in November 2007. He resigned from Culturecom Holdings Limited in September 2016. From August 2013 to January 2017, Mr. Chung was the senior advisor of WTM Company Limited, a software development company in Hong Kong, and was responsible for advising on business strategies and development. Since November 2016, Mr. Chung has been the general manager of GoAnimate Hong Kong Limited and is responsible for its business development activities in the Asia-Pacific region.

Mr. Chung was admitted as an accredited chartered accountant under The Institute of Chartered Accountants of Ontario, Canada in November 2001 and re-designated as a chartered professional accountant in November 2012. He was also admitted as a fellow member of the Hong Kong Institute of Certified Public Accountants in June 2010. Mr. Chung is further granted as the certified fraud examiner by the Association of Certified Fraud Examiners, the United States, in May 2016. He was also certified by the American Institute of Certified Public Accountants, the United States, to be certified in financial forensics (CFF) in August 2016.

Mr. Chung is not connected with any Directors, substantial Shareholders, controlling shareholders or senior management of the Company.

Mr. Chung has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by the Company or Mr. Chung by giving not less than three months’

notice in writing to the other and he is subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Chung was entitled to an annual salary of HK\$120,000 which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, Mr. Chung has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the past three years and does not have any other major appointment or professional qualifications.

Mr. Chung does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Chung that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Hui Man Ho, Ivan (“**Mr. Hui**”), aged 40, was appointed as an independent non-executive Director on 18 January 2018. He is responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Hui obtained a bachelor of business degree in banking and finance from Monash University, Australia in April 2003 and further obtained two master’s degrees in applied finance and practicing accounting from Monash University, Australia in November 2004 and November 2007 respectively. He was admitted as a member of CPA Australia in July 2009.

Mr. Hui has over 13 years of experience in corporate finance, financial management and accounting. He worked in audit field for over 5 years. He joined Grant Thornton, an international audit firm, from November 2006 to May 2010 and was responsible for professional engagements including but not limited to annual audits, interim reviews, initial public offerings and very substantial acquisition transactions. From July 2010 to December 2013, he joined a corporate consultancy company as a consultant to provide professional services including but not limited to preparing statutory documents and ensuring the documents comply with the HKFRSs. Mr. Hui was employed by Zhongda International Holdings Limited as an assistant financial controller from July 2010 to July 2017 and was mainly responsible for preparing group consolidation financial statements, announcements and circulars and also participating in financial matters of various projects. The listing of share of Zhongda International Holdings Limited on the Main Board of the Stock Exchange was cancelled on 8 March 2019. Mr. Hui has been an independent non-executive director of Upbest Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 0335), a company principally engaged in provision of financial services, since July 2012. From August 2017 to January 2019, Mr. Hui was employed as the company secretary of Cocoon Holdings Limited (formerly known as Huge China Holdings Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 428). From March 2018 to June 2018, Mr. Hui was a non-executive director of Cocoon Holdings Limited. Mr. Hui has been the company secretary,

authorised representative and process agent of On Real International Holdings Limited (a company listed on GEM, stock code: 8245), a company providing two-way radio product designer are manufacturer, since February 2019.

Mr. Hui is not connected with any Directors, substantial Shareholders, controlling shareholders or senior management of the Company.

Mr. Hui has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by the Company or Mr. Hui by giving not less than three months' notice in writing to the other and he is subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Hui was entitled to an annual salary of HK\$120,000 which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, Mr. Hui has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the past three years and does not have any other major appointment or professional qualifications.

Mr. Hui does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Hui that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF THE ANNUAL GENERAL MEETING

Prime Intelligence Solutions Group Limited

匯安智能科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8379)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (“AGM”) of Prime Intelligence Solutions Group Limited (the “Company”) will be held at Unit A, 12th Floor, Mai Sik Industrial Building, 1–11 Kwai Ting Road, Kwai Chung, New Territories, Hong Kong, on Tuesday, 13 August 2019 at 11:00 a.m. for the following purposes:

1. To receive, consider and approve the audited financial statements and the reports of the directors and the auditors of the Company for the financial year ended 31 March 2019.
2. (a) to re-elect Mr. Mui Pak Kuen as an independent non-executive director of the Company;
(b) to re-elect Mr. Chung Billy as an independent non-executive director of the Company;
(c) to re-elect Mr. Hui Man Ho, Ivan as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint the Company’s auditors and to authorize the board of directors to fix the remuneration of the auditors.

As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. **“THAT**
 - (a) subject to paragraph (c) below and in substitution for all previous authorities, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and otherwise deal with additional shares or securities convertible into shares, options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal value of the share capital allotted and issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors, officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or (v) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, or (vi) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue on the date of the passing of 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 date 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 articles of association of the Company or any applicable law of the Cayman Islands to be held;
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

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“**Rights Issue**” means an offer of shares of the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law (as revised) of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue on the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly;
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date 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 articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF THE ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the ordinary resolutions set out in resolutions nos. 5 and 6 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution no. 5 above be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 6 above, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue on the date of the passing of this resolution.”

By order of the Board
Prime Intelligence Solutions Group Limited
匯安智能科技集團有限公司
Yuen Kwok Wai, Tony
Chairman

Hong Kong, 28 June 2019

Registered office:
P.O. Box 1350
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*
Unit A, 6/F
TLP132
Nos. 132–134, Tai Lin Pai Road
Kwai Chung
New Territories, Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of his. A shareholder who is the holder of 2 or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
2. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 11 July 2019), not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

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5. The registers of members of the Company will be closed from 6, August 2019 to 13, August 2019 (both days inclusive) during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the above address not later than 4:30 p.m. on 5, August 2019.
6. All the resolutions set out in this notice shall be decided by way of poll.

As at the date of this notice, the executive directors of the Company are Mr. Yuen Kwok Wai, Tony, Ms. Yuen Mei Ling, Pauline, and Ms. Sun Ngai Chu, Danielle; the non-executive Director is Mr. Yam Chiu Fan, Joseph; and the independent non-executive Directors are Mr. Hui Man Ho, Ivan, Mr. Chung Billy and Mr. Mui Pak Kuen.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.primeintelligence.com.hk.