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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: 08379)

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 16 MAY 2022;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND CHANGE OF COMPOSITION OF BOARD COMMITTEES;
AND
(3) NON-COMPLIANCE WITH RULES 5.05(1), 5.05A and 5.28 OF
THE GEM LISTING RULES AND
TERMS OF REFERENCE OF COMMITTEES**

Reference is made to the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) and the circular (the “**Circular**”) of Prime Intelligence Solutions Group Limited (the “**Company**”) both dated 28 April 2022. Unless otherwise defined herein, capitalised terms used in this announcement have the same meaning as defined in the Circular.

The Board is pleased to announce that at the EGM held on Monday, 16 May 2022, all proposed resolutions as set out in the Notice were taken by poll.

The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The poll results in relation to all resolutions proposed at the EGM were as follows:

Special Resolution		Number of votes cast and percentage of total number of votes cast		Total number of votes cast
		For	Against	
1.	To approve the Proposed Change of Company Name.	99,110,000 (100%)	0 (0%)	99,110,000

As all votes were cast in favour of the above resolution No. 1, it was duly passed as a special resolution by the shareholders (the “**Shareholders**” and each, a “**Shareholder**”) of the Company.

Ordinary Resolution		Number of votes cast and percentage of total number of votes cast		Total number of votes cast
		For	Against	
2.	To re-elect Ms. Wang Xiaoman as an independent non-executive director of the Company.	39,100,000 (39.45%)	60,010,000 (60.55%)	99,110,000

As more than 50% of the votes were cast against the above resolution No. 2, it was not passed by the Shareholders of the Company at the EGM.

As at the date of the EGM, the total number of issued Shares was 800,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against all resolutions proposed at the EGM. To the best knowledge, information and belief of the Directors, no Shareholder was required under the GEM Listing Rules to abstain from voting in favour of the resolutions at the EGM as set out in rule 17.47A of the GEM Listing Rules. Further, none of the Shareholders had stated in the Circular their intention to vote against or to abstain from voting on any resolution at the EGM.

The Company would like to report that Mr. Yuen Kwok Wai, Tony, Ms. Yuen Mei Ling, Pauline and Mr. Mui Pak Kuen attended the EGM in person, Ms. Sun Ngai Chu, Danielle, Mr. Chung Billy and Mr. Poon Wai Hung Richard attended the EGM by telephone conference, while Mr. Yam Chiu Fan, Joseph and Ms. Wang Xiaoman were unable to attend the EGM.

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

As stated in the Circular, Ms. Wang Xiaoman (“**Ms. Wang**”) would retire at the EGM in accordance with the articles of association of the Company. As the resolution for re-election of Ms. Wang was not passed by the Shareholders at the EGM, Ms. Wang has retired as an independent non-executive Director with effect from the conclusion of the EGM (the “**Retirement**”). The Board is not aware of any disagreement with Ms. Wang or any matter relating to the Retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange. Following the Retirement, Ms. Wang has ceased to be a member of each of the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company and the nomination committee of the Company (the “**Nomination Committee**”).

(3) NON-COMPLIANCE WITH RULES 5.05(1), 5.05A AND 5.28 OF THE GEM LISTING RULES AND TERMS OF REFERENCE OF COMMITTEES

Following the Retirement:

- (i) the number of independent non-executive Directors fell below the minimum number required under Rules 5.05(1) of the GEM Listing Rules;
- (ii) the Board comprises seven members with four executive Directors, one non-executive Director and two independent non-executive Directors. As such, the number of independent non-executive Directors falls below one-third of the Board as required under Rule 5.05A of the GEM Listing Rules;
- (iii) the number of members of the Audit Committee fell below the minimum number required under Rule 5.28 of the GEM Listing Rules; and
- (iv) the number of members of each of the Audit Committee and Nomination Committee fell below the minimum number required under the respective terms of reference of the Audit Committee and Nomination Committee.

The Company will endeavour to identify suitable candidate(s) to fill up the abovementioned vacancies as soon as practicable and, in any event, within three months from the effective date of Retirement as required under Rules 5.06 and 5.33 of the GEM Listing Rules, respectively. Further announcement will be made by the Company upon fulfilment of such requirements. The Board would like to express its sincere gratitude to Ms. Wang for her valuable contribution to the Company during her tenure of office.

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, 16 May 2022

Immediately after the retirement of Ms. Wang Xiaoman and as at the date of this announcement, the executive Directors of the Company are Mr. Yuen Kwok Wai, Tony, Ms. Yuen Mei Ling, Pauline, Ms. Sun Ngai Chu, Danielle and Mr. Mui Pak Kuen; the non-executive Director is Mr. Yam Chiu Fan, Joseph; and the independent non-executive Directors are Mr. Chung Billy and Mr. Poon Wai Hung Richard.

This announcement, for which the Directors 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 of Hong Kong Limited 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 “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and on the Company’s website at www.primeintelligence.com.hk.