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PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED

懶豬科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08379)

INSIDE INFORMATION

DISPOSAL OF SHARES BY SUBSTANTIAL SHAREHOLDER

This announcement is made by Prime Intelligence Solutions Group Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The Company was informed by Delighting View Global Limited (“**Delighting View**”), the largest shareholder and a substantial shareholder (as defined under the GEM Listing Rules) of the Company, which holds 206,000,000 shares of the Company (the “**Shares**”) (representing 25.75% of the total issued Shares as of the date of this announcement), that on 8 December 2022, Delighting View entered into a sale and purchase agreement (the “**SPA**”) with an independent third party (the “**Purchaser**”), pursuant to which Delighting View conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, Shares carrying 17.7% of the voting rights of the total issued Shares, equivalent to 141,600,000 Shares as of the date of this announcement (the “**Transaction**”) at a consideration of HK\$22,460,000 (representing approximately HK\$0.1586 per Share). To the best knowledge of the Directors, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner(s) are independent of and not a connected person (as defined in the GEM Listing Rules) of the Company. Pursuant to the terms and conditions of the SPA, this Transaction shall be completed on or before 6 January 2023 and is subject to fulfilment or waiver (as the case may be) of the condition precedent set out in the SPA.

Upon completion of the Transaction, Delighting View shall hold 64,400,000 Shares, representing 8.05% of the issued Shares. As a result, Delighting View will cease to be a substantial shareholder (as defined under the GEM Listing Rules) of the Company.

The completion of the Transaction is subject to fulfilment or waiver (as the case may be) of the condition precedent set out in the SPA, and the Transaction may or may not proceed. Shareholders and other investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Prime Intelligence Solutions Group Limited
懶豬科技集團有限公司
Yuen Kwok Wai, Tony
Chairman

Hong Kong, 12 December 2022

As at the date of this announcement, the executive Directors 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, Mr. Poon Wai Hung Richard and Mr. Wong Ching Wan.

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 beliefs 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 Stock Exchange of Hong Kong Limited’s website at <http://www.hkexnews.hk> for at least seven days from the date of its publication. This announcement will also be published on the Company’s website at www.primeintelligence.com.hk.