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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)

(I) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS; (II) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (III) CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEE

The Board announces that:

- (1) Mr. Chung Billy (“**Mr. Chung**”) has tendered his resignation as an independent non-executive Director of the Company with effect from 31 July 2024 as he would like to devote more time to his family;
- (2) Mr. Ke Tianxiong (“**Mr. Ke**”) has tendered his resignation as an independent non-executive Director of the Company with effect from 31 July 2024 as he would like to devote more time to his family;
- (3) Ms. Li Dongxian (“**Ms. Li**”) has been appointed as an independent non-executive Director of the Company and a member of each of the Remuneration Committee, the Audit Committee and Nomination Committee of the Company with effect from 31 July 2024; and
- (4) Mr. Wong Ching Wan (“**Mr. Wong**”), an independent non-executive Director of the Company and a member of each of the Remuneration Committee, the Audit Committee and Nomination Committee of the Company will be redesignated as the chairman of each of the Remuneration Committee, the Audit Committee and Nomination Committee of the Company with effect from 31 July 2024.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Prime Intelligence Solutions Group Limited (the “**Company**”) announces that both Mr. Chung and Mr. Ke have tendered their resignation as an independent non-executive Directors of the Company with effect from 31 July 2024 as they would like to devote more time to their family.

Both Mr. Chung and Mr. Ke have confirmed to the Board that they have no disagreement with the Board or the Company and that there are no other matters in respect of their resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board expresses its sincere gratitude to Mr. Chung and Mr. Ke for their valuable contribution to the Company during their tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF EACH OF THE REMUNERATION COMMITTEE, THE AUDIT COMMITTEE AND NOMINATION COMMITTEE

The Board is pleased to announce that it has approved the appointment of Ms. Li Dongxian (“**Ms. Li**”) as an independent non-executive Director and a member of each of the remuneration committee of the Company (the “**Remuneration Committee**”), the audit committee of the Company (the “**Audit Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”) with effect from 31 July 2024.

Ms. Li, aged 28, has 4 years of experience in the field of human resources management. From 2020 to 2024, Ms. Li worked at Shenzhen Dixin Technology Co.* (深圳帝信科技有限公司) and acted as the human resources manager.

Ms. Li obtained a Bachelor’s Degree from Shenzhen University* (深圳大學) in China in 2020.

A letter of appointment has been entered into between Ms. Li and the Company in relation to her appointment as an independent non-executive Director for a term of three years with effect from 31 July 2024 provided that Ms. Li or the Company can at any time terminate the appointment by giving to the other not less than three month’s prior notice in writing or as may be agreed between Ms. Li and the Company. Ms. Li will hold office until the conclusion of the first annual general meeting of the Company after her appointment and will then be eligible for re-election and is subject to the rotational retirement and re-election requirements at the general meetings of the Company pursuant to the Articles, or earlier determination in accordance with the Articles and/or any applicable laws and regulations. Ms. Li will be entitled to a director’s fee of HK\$120,000 per annum, which was determined with reference to her relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, as at the date of this announcement, Ms. Li (i) does not hold other positions with the Company or any other members of the Company’s group; (ii) did not have experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; (iii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the GEM Listing Rules) of the Company; and (iv) does not have any interests in shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company confirms that Ms. Li has confirmed with the Company (i) her independence as regards each of the factors referred to in Rule 5.09 of the GEM Listing Rules, (ii) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) that there are no other factors that may affect Ms. Li's independence at the time of her appointment.

Save as disclosed above, Ms. Li confirmed that there are no other matters relating to her appointment as an independent non-executive Director that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rule 17.50(2) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to welcome Ms. Li for joining the Board.

CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEE

The Board is pleased to announce that it has approved the following changes in the composition of the Board committee of the Company:

- (i) Ms. Li will be appointed as a member of each of the Remuneration Committee, the Audit Committee and the Nomination Committee with effect from 31 July 2024; and
- (ii) Mr. Wong, an independent non-executive Director and a member of each of the Remuneration Committee, the Audit Committee and Nomination Committee will be redesignated as the chairman of each of the Remuneration Committee, the Audit Committee and Nomination Committee with effect from 31 July 2024.

By order of the Board
Prime Intelligence Solutions Group Limited
懶豬科技集團有限公司
Wang Yicheng
Chairman and Chief Executive Officer

Hong Kong, 26 July 2024

As at the date of this announcement, the executive Directors are Mr. Wang Yicheng, Ms. Yuen Mei Ling, Pauline, Mr. Lin Shixing and Ms. Zhang Yushan; the non-executive Director is Mr. Yuen Kwok Wai, Tony; and the independent non-executive Directors are Mr. Wong Ching Wan, Mr. Yang Chuan, Mr. Chung Billy and Mr. Ke Tianxiong.

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.

** The English translation of the names in Chinese which is marked with “*” is for identification purpose only.*