

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

懶豬科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08379)

**(1) PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) PROPOSED CHANGE OF COMPANY NAME,
(4) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Prime Intelligence Solutions Group Limited (the “**2024 AGM**”) to be held at Room 2113, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 9 September 2024 at 11:00 a.m. is set out on pages 30 to 35 of this circular. A form of proxy for use at the 2024 AGM is also enclosed with this circular. Such form of proxy is also published on the “Latest Listed Company Information” page of the Stock Exchange’s website at <http://www.hkexnews.hk> for at least 7 days from the date of its posting and on the Company’s website at www.primeintelligence.com.hk.

Whether or not you are able to attend the 2024 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2024 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 2024 AGM or any adjournment thereof should you so wish.

15 August 2024

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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:

“2023 AGM”	the annual general meeting of the Company held on 10 August 2023;
“2024 AGM”	the annual general meeting of the Company to be convened at Room 2113, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, 9 September 2024 at 11:00 a.m.;
“Articles of Association”	the articles of association of the Company as amended and restated from time to time;
“Board”	the board of Directors;
“BVI”	the British Virgin Islands;
“close associate”	has the meaning ascribed to it under the GEM Listing Rules;
“Company”	Prime Intelligence Solutions Group Limited (懶豬科技集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability and whose shares are listed on GEM (Stock Code: 08379);
“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”	GEM operated by the Stock Exchange;
“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 2024 AGM;
“Latest Practicable Date”	9 August 2024, 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;
“Memorandum”	the memorandum of association of the Company as amended and restated from time to time;
“New Memorandum and Articles of Association”	the third amended and restated memorandum and articles of association of the Company proposed to be adopted by the Shareholders at the 2024 AGM;
“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 2024 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;
“%”	per cent.

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Wang Yicheng

(Chairman and Chief executive officer)

Ms. Yuen Mei Ling, Pauline

Mr. Lin Shixing

Ms. Zhang Yushan

Registered office:

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman

KY1-1108

Cayman Islands

Non-executive Director:

Mr. Yuen Kwok Wai, Tony

Headquarters and principal

place of business in Hong Kong:

Room 2113,

China Merchants Tower, Shun Tak Centre,

168–200 Connaught Road Central

Sheung Wan

Hong Kong

Independent non-executive Directors:

Mr. Wong Ching Wan

Mr. Yang Chuan

Ms. Li Dongxian (Appointed on 31 July 2024)

15 August 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) PROPOSED CHANGE OF COMPANY NAME,
(4) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(5) 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 2024 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; (iv) the re-elections of Directors; (v) the proposed change of company name; and (vi) the proposed adoption of the New Memorandum and Articles of Association and to give you a notice convening the 2024 AGM which is set out on pages 30 to 35 of this circular.

LETTER FROM THE BOARD

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

At the 2023 AGM, the Directors were granted by an ordinary resolution (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 of 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 2024 AGM. At the 2024 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 9 as set out in the notice of the 2024 AGM contained in pages 30 to 35 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 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 2024 AGM; (b) the date by which the next annual general meeting is required to be held under the Articles of Association or any applicable laws of the Cayman Islands or the GEM Listing 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 2024 AGM.

LETTER FROM THE BOARD

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

According to Article 108 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every director shall be subject to retirement by rotation at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. According to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting.

As disclosed in the annual report 2024 of the Company, Mr. Ke Tianxiong shall retire from office as Director by rotation at the 2024 AGM. However, referring to the announcement of the Company dated 26 July 2024, Mr. Ke Tianxiong has resigned from the position of independent non-executive Director with effect from 31 July 2024. Moreover, a new independent non-executive Director, Ms. Li Dongxian, has been appointed with effect from 31 July 2024.

Accordingly, Mr. Wang Yicheng, Ms. Yuen Mei Ling, Pauline, Mr. Lin Shixing, Ms. Zhang Yushan, Mr. Yuen Kwok Wai, Tony, Mr. Wong Ching Wan, Mr. Yang Chuan and Ms. Li Dongxian shall retire from office as Director by rotation at the 2024 AGM and offer themselves for re-election at the 2024 AGM.

Mr. Wong Ching Wan (“**Mr. Wong**”), the retiring independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules. The nomination committee of the Company had considered and nominated Mr. Wong to the Board for it to propose to the Shareholders for re-election at the 2024 AGM. Mr. Wong has profound experience in audit, internal control, financial control and capital markets. The Board is of the view that his skills and experiences will contribute effectively to the Board.

Mr. Yang Chuan (“**Mr. Yang**”), the retiring independent non-executive Director has confirmed his independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules. The nomination committee of the Company had considered and nominated Mr. Yang to the Board for it to propose to the Shareholders for re-election at the 2024 AGM. Mr. Yang has profound experience in business management. The Board is of the view that his skills and experiences will contribute effectively to the Board.

LETTER FROM THE BOARD

Ms. Li Dongxian (“**Ms. Li**”), the retiring independent non-executive Director has confirmed her independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules. The nomination committee of the Company had considered and nominated Ms. Li to the Board for it to propose to the Shareholders for re-election at the 2024 AGM. Ms. Li has profound experience in human resources management. The Board is of the view that her skills and experiences will contribute effectively to the Board.

Particulars of each of the Directors proposed to be re-elected at the 2024 AGM which are required to be disclosed by the GEM Listing Rules are set out in Appendix II to this circular.

4. PROPOSED CHANGE OF COMPANY NAME

As disclosed in the Company’s announcement dated 15 March 2024, the Board proposed to change the dual foreign name in Chinese of the Company from “**懶豬科技集團有限公司**” to “**漢諾科技集團有限公司**” (the “**Proposed Change of Company Name**”).

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is conditional upon the following conditions having been satisfied: (i) the passing of a special resolution approving the Proposed Change of Company Name by the Shareholders at the 2024 AGM; and (ii) the approval being granted by the Registrar of Companies in the Cayman Islands for the Proposed Change of Company Name. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the former dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. Once the Proposed Change of Company Name has become effective, new share certificates for new shares will be issued in the new name of the Company. All existing share certificates in issue bearing the Company’s present name shall continue to be evidence of title to the shares of the Company and continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new share certificates bearing the new name of the Company.

Subject to the confirmation by the Stock Exchange, the Chinese stock short name of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Company Name and the change in the Chinese stock short name.

LETTER FROM THE BOARD

Reasons for the Proposed Change of Company Name

The Board is of the view that the Proposed Change of Company Name will provide the Company with a new corporate image which will enable the Company to capture potential business opportunities for its future development. Accordingly, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

5. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 9 August 2024 in relation to, among others, the proposed amendments to the Memorandum and Articles of Association. The Company proposes to amend its Memorandum and Articles of Association in order to bring the Memorandum and Articles of Association up to date and in line with the latest regulatory requirements in relation to the paperless listing regime, the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the GEM Listing Rules which took effect on 31 December 2023 (the “**Proposed Amendments**”).

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the 2024 AGM. The Board proposes that the New Memorandum and Articles of Association be adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association with effect from the proposed change of company name becoming effective and passing of the relevant special resolution at the 2024 AGM.

Details of the Proposed Amendments are set out in Appendix III to this circular. The Chinese translation of the Proposed Amendments as set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the GEM Listing Rules. The legal advisers to the Company as to Cayman Islands law have confirmed that the Proposed Amendments do not violate the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

6. 2024 AGM AND PROXY ARRANGEMENT

The notice of the 2024 AGM is set out on pages 30 to 35 of this circular. At the 2024 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 2024 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the 2024 AGM is enclosed with this circular and such form of proxy is also published on the “Latest Listed Company Information” page of the GEM website at <http://www.hkexnews.hk> for at least 7 days from the date of its posting and the Company’s website at www.primeintelligence.com.hk. Whether or not you are able to attend the 2024 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2024 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 2024 AGM or any adjournment thereof should you so wish.

7. 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.

8. RECOMMENDATION

The Directors (including independent non-executive Directors) consider that all the proposed resolutions at the 2024 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 2024 AGM.

Yours faithfully,
For and on behalf 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

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 2024 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 2024 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 2024 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 of Association, 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 2024) 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 2024 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 2024 AGM.

6. DIRECTOR'S UNDERTAKING

The Directors 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, the substantial Shareholders (as defined in the Listing Rules), together with their respective parties acting in concert (within the meaning of the Takeovers Code) and their respective close associates, were respectively beneficially interested in 136,230,000, 150,570,000 and 131,785,000 Shares representing respectively approximately 17.03%, 18.82% and 16.47% of the issued Shares. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the annual general meeting, the interests of the substantial Shareholders, together with their respective parties acting in concert and their respective close associates, in the Company would be increased to respectively approximately 18.92%, 20.91% and 18.30% of the issued Shares, which will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. 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 five 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 <i>(HK\$)</i>	Lowest Price <i>(HK\$)</i>
2023		
August	0.153	0.106
September	0.139	0.100
October	0.133	0.097
November	0.109	0.088
December	0.188	0.086
2024		
January	0.184	0.130
February	0.152	0.123
March	0.168	0.130
April	0.170	0.110
May	0.144	0.103
June	0.127	0.101
July	0.133	0.100
August (up to the Latest Practicable Date)	0.130	0.100

10. GENERAL

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

The following are the particulars of the Directors (as required by the GEM Listing Rules) who are subject to re-election at the 2024 AGM.

Ms. Yuen Mei Ling, Pauline (“**Ms. Pauline Yuen**”), aged 56, is an executive Director. She was redesignated as an executive Director on 6 November 2015 and is mainly responsible for overseeing corporate policies and human resources of the Group. She is a director of Power Truth, SE Technology, SE Engineering, SE R&D, SE Shenzhen and SE Macau.

Ms. Pauline Yuen has over 31 years of experience in accounting, during which she has also obtained over 17 years of experience in finance and management. She obtained a bachelor of science degree in business administration and accounting from the California State University in the United States in August 1992. She worked in Wing On Department Stores (Hong Kong) Limited from November 1992 to April 1994, with her last position being assistant accountant. She then worked in China Online (Bermuda) Limited, from April 1994 to September 1999, with her last position being senior accountant. She was the accounting manager of Tricom CyberWorld Holdings Limited from September 1999 to December 2000. From September 2001 to January 2006, she worked in Hing Wah Lung Oil & Rice Limited with her last position being the accounting and administration manager. She was employed by Pacific Century Matrix (HK) Limited from February 2006 to May 2007 with her last position being manager, finance and administration and was mainly responsible for management of treasury function and finance and accounting operations.

Ms. Pauline Yuen is the sister of Mr. Tony Yuen (a non-executive Director) and the sister-in-law of Ms. Jazzy Wong (a member of the senior management).

Ms. Pauline Yuen has entered into a letter of appointment with the Company for an initial fixed term of three years with effect from the listing date and renewable for successive terms of one year each commencing from the day next after the expiry of the then current term and shall continue thereafter unless and until it is terminated by the Company or Ms. Pauline Yuen by giving not less than three months’ notice in writing to the other and she is subject to retirement from office and re-election at the 2024 AGM in accordance with the Articles of Association. Ms. Pauline Yuen was entitled to an annual salary of HK\$1,704,000 which was determined with reference to her duties and responsibilities with the Company.

Save as disclosed above, as at the date of this circular, Ms. Pauline Yuen (i) does not hold other positions with the Company or any other members of the Company’s group; (ii) did not have other 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 other 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 other 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).

Save as disclosed above, there is no other information relating to Ms. Pauline Yuen 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. Wang Yicheng (“**Mr. Wang**”), aged 30, is an executive Director, the chairman of the board of Directors, the chief executive officer and a member of each of the remuneration committee and nomination committee of the Company. He was appointed on 26 January 2024 and re-designated on 13 May 2024. He obtained legal advice on 26 January 2024 according to the requirements of Rule 5.02D of the GEM Listing Rules and has confirmed he understood his obligations as a director of a listed issuer.

He has over 10 years of experience in the industries of project investment and corporate governance and has been an investor focusing on securities investment. He has participated in the initial public offerings of shares, acquisitions, mergers, and financing projects of several Hong Kong listed companies. He has extensive professional knowledge in different aspects, particularly in corporate governance, venture capital, corporate restructuring, listing, and financing businesses. Mr. Wang is currently the chief executive officer of a financial holding company, which provides financial services in Asia-Pacific.

Mr. Wang has entered into a service agreement with the Company for a term of three years with effect from 26 January 2024 and shall continue thereafter unless and until it is terminated by the Company or Mr. Wang 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 2024 AGM of the Company in accordance with the articles of association of the Company. Mr. Wang was entitled to an annual salary of HK\$720,000 which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Wang Holds 136,230,000 Shares, representing approximately 17.03% of the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this circular, Mr. Wang (i) does not hold other positions with the Company or any other members of the Company’s group; (ii) did not have other 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 other 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 other 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).

Save as disclosed above, there is no other information relating to Mr. Wang 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. Lin Shixing (“**Mr. Lin**”), aged 49, is an executive Director. He was appointed on 22 December 2023.

Mr. Lin around 20 years of experience in the wine industry. Since 2016, he has been the general manager of Guangzhou City Jiachi Wine Company Limited (廣州市佳池酒業股份有限公司) and Shandong Hannuo Jiachi Wine Company Limited (山東漢諾佳池酒業股份有限公司). Prior to that, Mr. Lin has approximately 12 years of working experience in several wine companies, including Jinan Nver Hong Liquor Sales Limited (濟南女兒紅白酒銷售有限公司), Changsha Sanliangsan Good Wine Limited (長沙三兩三好酒業有限公司) and Shaanxi Xifengjiu Group Company Limited (陝西西鳳酒集團股份有限公司). Mr. Lin has been appointed as the committee member of Zaozhuang City Political and Consultative Conference. He has also been appointed as the executive chairman of Zaozhuang City Fujian Chamber of Commerce and the vice chairman of Hunan Province Wine Industry Association.

Mr. Lin completed the Advanced Management Program at Guanghua School of Management of Peking University in 2022.

Mr. Lin has entered into a service agreement with the Company for a term of three years with effect from 22 December 2023 and shall continue thereafter unless and until it is terminated by the Company or Mr. Lin 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 2024 AGM of the Company in accordance with the articles of association of the Company. Mr. Lin 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, as at the date of this circular, Mr. Lin (i) does not hold other positions with the Company or any other members of the Company’s group; (ii) did not have other 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 other 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 other 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).

Save as disclosed above, there is no other information relating to Mr. Lin 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.

Ms. Zhang Yushan (“**Ms. Zhang**”), aged 31, is an executive Director. She was appointed on 12 April 2024. She obtained legal advice on 28 March 2024 according to the requirements of Rule 5.02D of the GEM Listing Rules, and has confirmed she understood her obligations as a director of a listed issuer.

She has over 7 years of experience in the marketing industry. From August 2017 to June 2019, she was the assistant marketing director at Qiqin Technology (Beijing) Co., Ltd* (奇秦科技(北京)股份有限公司), a company in digital marketing industry and has been the assistant general manager at Shenyang Baochen Trading Co., Ltd* (瀋陽寶辰商貿有限公司) since September 2019.

Ms. Zhang obtained a Bachelor’s Degree in Performing Arts from The Central Academy of Drama* (中央戲劇學院) in Beijing in 2014.

Ms. Zhang has entered into a service agreement with the Company for a term of three years with effect from 12 April 2024 and shall continue thereafter unless and until it is terminated by the Company or Ms. Zhang by giving not less than three months’ notice in writing to the other and she is subject to retirement from office and re-election at the 2024 AGM of the Company in accordance with the articles of association of the Company. Ms. Zhang was entitled to an annual salary of HK\$120,000 which was determined with reference to her duties and responsibilities with the Company.

Save as disclosed above, as at the date of this circular, Ms. Zhang (i) does not hold other positions with the Company or any other members of the Company’s group; (ii) did not have other 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 other 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 other 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).

Save as disclosed above, there is no other information relating to Ms. Zhang 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. Yuen Kwok Wai, Tony (“**Mr. Tony Yuen**”), aged 54, is one of the founders of the Group and a non-executive Director of the Company. He joined the Group as a director on 28 June 1999 and was re-designated as a non-executive Director on 13 May 2024. Mr. Tony Yuen is a director of Power Truth Holdings Limited (“**Power Truth**”), Solution Expert Technology Limited (“**SE Technology**”), Solution Expert Engineering Limited (“**SE Engineering**”), Solution Expert Technology (R&D) Limited (“**SE R&D**”), and Solution Expert Technology (Macau) Limited (“**SE Macau**”). He is also the chairman, general manager and legal representative of Solution Expert Technology (Shenzhen) Limited (“**SE Shenzhen**”).

Mr. Tony Yuen has over 27 years of experience in software programming. He obtained a bachelor of engineering degree from the University of Hong Kong in January 1995. Before he joined the Group, he was the head of information systems department of PENTAX group in Hong Kong from 1996 to 1998, and was responsible for developing networking and computer solution systems in different computerisation projects.

Mr. Tony Yuen is a brother of Ms. Pauline Yuen (one of the executive Directors) and the spouse of Ms. Jazzy Wong (a member of the senior management).

Mr. Tony Yuen has entered into a service agreement with the Company for a term of three years with effect from 13 May 2024 and shall continue thereafter unless and until it is terminated by the Company or Mr. Tony Yuen 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 2024 AGM of the Company in accordance with the articles of association of the Company. Mr. Tony Yuen was entitled to an annual salary of HK\$2,022,000 which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, as at the date of this circular, Mr. Tony Yuen (i) does not hold other positions with the Company or any other members of the Company’s group; (ii) did not have other 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 other 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 other 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).

Save as disclosed above, there is no other information relating to Mr. Tony Yuen 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. Wong Ching Wan (“**Mr. Wong**”), aged 57, was appointed as an independent non-executive Director on 17 June 2022. He is a chairman of each of the audit committee, remuneration committee and nomination committee of the Company. He has profound experience in audit, internal control, financial control and capital markets. He has acted as director in different listed companies in Hong Kong. Mr. Wong has been an independent non-executive director of Top Standard Corporation, a company listed on the GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 8510) since January 2020. He has been the chief financial officer of Intelligent Living Application Group Inc. (stock code: ILAG) since June 2020. He was a director of Network CN, Inc. (stock code: NWCN), which shares are duly traded in the USA, from August 2015 to July 2017, and has been its independent director since January 2022.

Previously, Mr. Wong was an independent non-executive director of Grand Field Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 115) between December 2008 to January 2009. From May 2015 to June 2018, he was an independent non-executive director of Huge China Holdings Limited (currently known as Cocoon Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 428). He served as the company secretary and authorized representative of China Oil Gangran Energy Group Holdings Limited (currently known as Century Energy International Holdings Limited), a company listed on the GEM of the Stock Exchange (stock code: 8132) from December 2015 to October 2016 and from December 2015 to January 2017, respectively. From March 2016 to April 2022, he was an independent non-executive director of On Real International Holdings Limited (currently known as Shanyu Group Holdings Company Limited), a company listed on the GEM of the Stock Exchange (stock code: 8245).

Mr. Wong obtained a Bachelor of Business and Administration from the Chinese University of Hong Kong in May 1989 and a Bachelor of Business from The University of Southern Queensland in April 1992. Mr. Wong is a member of CPA Australia since October 1992, Chartered Professional Accountants of Canada since January 1999, the Hong Kong Institute of Certified Public Accountants since March 1999 and fellow member of The Taxation Institute of Hong Kong since October 2012.

Mr. Wong has entered into a service agreement with the Company for a term of three years with effect from 17 June 2022 and shall continue thereafter unless and until it is terminated by the Company or Mr. Wong 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 2024 AGM of the Company in accordance with the articles of association of the Company. Mr. Wong 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, as at the date of this circular, Mr. Wong (i) does not hold other positions with the Company or any other members of the Company's group; (ii) did not have other 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 other 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 other 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 Mr. Wong has confirmed: (a) his independence as regards to the factors set out in Rule 5.09 of the GEM Listing Rules; (b) that he 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 (c) that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there is no other information relating to Mr. Wong 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. Yang Chuan (“**Mr. Yang**”), aged 35, is an independent non-executive Director and a member of each of the remuneration committee, audit committee and nomination committee of the Company. He was appointed on 12 April 2024. He obtained legal advice on 28 March 2024 according to the requirements of Rule 5.02D of the GEM Listing Rules, and has confirmed he understood his obligations as a director of a listed issuer.

Mr. Yang has 10 years of experience in business management. In 2014, Mr. Yang founded Sichuan Longwentang Enterprise Management Co., Ltd* (四川龍文堂企業管理有限公司) and acted as its chief executive officer. In 2015, Mr. Yang founded Kanke Technology Chengdu Co., Ltd* (勘客科技成都有限公司) and acted as its chief executive officer.

Mr. Yang obtained a Diploma in Building Electrical Engineering Technology from the department of electrical engineering at Chengdu Institute of Technology* (成都工業學院) in 2013.

Mr. Yang has entered into a service agreement with the Company for a term of three years with effect from 12 April 2024 and shall continue thereafter unless and until it is terminated by the Company or Mr. Yang 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 2024 AGM of the Company in accordance with the articles of association of the Company. Mr. Yang 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, as at the date of this circular, Mr. Yang (i) does not hold other positions with the Company or any other members of the Company's group; (ii) did not have other 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 other 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 other 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 Mr. Yang has confirmed: (a) his independence as regards to the factors set out in Rule 5.09 of the GEM Listing Rules; (b) that he 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 (c) that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there is no other information relating to Mr. Yang 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.

Ms. Li Dongxian ("Ms. Li"), aged 28, is an independent non-executive Director and a member of each of the remuneration committee, audit committee and nomination committee of the Company. She was appointed on 31 July 2024. She obtained legal advice on 19 July 2024 according to the requirements of Rule 5.02D of the GEM Listing Rules, and her confirmed she understood his obligations as a director of a listed issuer.

Ms. Li 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.

Ms. Li has entered into a service agreement with the Company for a term of three years with effect from 31 July 2024 and shall continue thereafter unless and until it is terminated by the Company or Ms. Li by giving not less than three months' notice in writing to the other and she is subject to retirement from office and re-election at the 2024 AGM of the Company in accordance with the articles of association of the Company. Ms. Li was entitled to an annual salary of HK\$120,000 which was determined with reference to her duties and responsibilities with the Company.

Save as disclosed above, as at the date of this circular, Ms. Li (i) does not hold other positions with the Company or any other members of the Company's group; (ii) did not have other 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 other 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 other 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: (a) her independence as regards to the factors set out in Rule 5.09 of the GEM Listing Rules; (b) 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 (c) that there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there is no other information relating to Ms. Li 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.

Details of the proposed amendments to the Memorandum and Articles of Association are as follows:

Clause	Proposed amendments (showing changes to the existing Memorandum and Articles of Association)
Amendments to the Memorandum	
Heading	<p>SECOND-THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED 懶豬科技集團有限公司漢諾科技集團有限公司 (Company) (adopted by a Special Resolution passed on 10 August 2022[DATE])</p>
1.	The name of the Company is Prime Intelligence Solutions Group Limited 懶豬科技集團有限公司漢諾科技集團有限公司.

Article	Proposed amendments (showing changes to the existing Memorandum and Articles of Association)
Amendments to the Articles of Association	
Heading	<p>SECOND-THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED 懶豬科技集團有限公司漢諾科技集團有限公司 (Company) (adopted by a Special Resolution passed on 10 August 2022[DATE])</p>
1	<p>(b) Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p>address: shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles;</p> <p>appointor: means in relation to an alternate Director, the Director who appointed the alternate to act as his alternate;</p>

Articles: means these Articles of Association in their present form and all supplementary, amended or substituted articles for the time being in force;

Auditors: means the persons appointed by the Company from time to time to perform the duties of auditors of the Company;

Board: means the board of Directors of the Company as constituted from time to time or as the context may require the majority of Directors present and voting at a meeting of the Directors at which a quorum is present;

Call: shall include any instalment of a call;

Clearing House: means a clearing house recognised by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;

Close Associate(s): shall have the meaning as defined in the Listing Rules;

Companies Act: means the Companies Act (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;

Companies Ordinance: means the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time;

Company: means the above named company;

Company's website: means the website of the Company to which any Shareholder may have access, the address or domain name of which has been notified to the Shareholders by the Company or as subsequently amended by notice given to the Shareholders by the Company;

Debenture and Debenture Holder: means and includes respectively debenture stock and debenture stockholder;

Director: means such person or persons as shall be appointed to the Board from time to time;

Dividend: means dividends, distributions in specie or in kind, capital distributions and capitalisation issues;

electronic means includes sending or otherwise making available to the intended recipients of the notice or document in the electronic format;

Head Office: means such office of the Company as the Board may from time to time determine to be the principal office of the Company;

HK Stock Exchange means The Stock Exchange of Hong Kong Limited;

HK\$ or Hong Kong dollars: means Hong Kong dollars, the lawful currency for the time being of Hong Kong;

Holding Company: has the meaning ascribed to it by Section 13 of the Companies Ordinance;

Hong Kong means the Hong Kong Special Administrative Region of the People's Republic of China;

Listing Rules: shall mean the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (as amended from time to time);

Month: means a calendar month;

Newspapers: means at least one English language daily newspaper and at least one Chinese language daily newspaper, in each case published and circulating generally in the Relevant Territory and specified or not excluded for this purpose by the stock exchange in the Relevant Territory;

Ordinary Resolution: means a resolution as described in Article 1(e) of these Articles;

Paid: means, as it relates to a Share, paid or credited as paid;

Register: means the principal register and any branch register of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;

Registered Office: means the registered office of the Company for the time being as required by the Companies Act;

Registration Office: means such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of Shareholders of the Company in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered;

	<p>Relevant Period: means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p> <p>Relevant Territory: means Hong Kong or such other territory where any of the securities of the Company is listed on a stock exchange in that territory;</p> <p>Seal: means the common seal of the Company and any one or more facsimile seals from time to time of the Company for use in the Cayman Islands or in any place outside the Cayman Islands;</p> <p>Secretary: means the person for the time being performing the duties of that office of the Company and includes any assistant, deputy, acting or temporary secretary;</p> <p>Securities Seal: shall mean a seal for use for sealing certificates for shares or other securities issued by the Company which is a facsimile of the Seal of the Company with the addition on its face of the words Securities Seal;</p> <p>Share: means a share in the share capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied;</p> <p>Shareholder: means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;</p> <p>Special Resolution: means a resolution as described in Article 1(d) of these Articles;</p> <p>Subsidiary: has the meaning ascribed to it by Section 15 of the Companies Ordinance;</p> <p>Transfer Office: means the place where the principal register of Shareholders is located for the time being.</p>
29	<p>In addition to the giving of notice in accordance with Article 28, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the relevant Shareholders by notice to be inserted at least once in the Newspapers <u>or by any electronic means.</u></p>

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- (a) The Board shall from time to time cause to be prepared and laid before the Company at its annual general meeting profit and loss accounts and balance sheets of the Company and such other reports and documents as may be required by law and the Listing Rules. The accounts of the Company shall be prepared and audited based on the generally accepted accounting principles of Hong Kong, the International Accounting Standards, or such other standards as may be permitted by the HK Stock Exchange.
- (b) Subject to paragraph (c) and (d) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent ~~by post~~ together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.
- (c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting to those Shareholders that have consented and elected to receive the summarised financial statements.

	<p><u>(d) The requirement to send to a person referred to in Article 175(b) the documents referred to in that article or summarised financial statements in accordance with Article 175(c) shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 175(b) and, if applicable, summarised financial statements complying with Article 175(c), on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed, or is deemed to have agreed, to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</u></p>
180	<p>(b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be delivered by the Company to any Shareholder by electronic means to such address as may from time to time be <u>supplied or authorised by the Shareholder concerned or by publishing it on the Company's website and/or the website of the HK Stock Exchange.</u>a website and notifying the Shareholder concerned that it has been so published.</p>
181	<p>(a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of <u>(i) an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address; or (ii) an electronic address for the purpose of service of notice.</u> Where the registered address of the Shareholder is outside the Relevant Territory, notice, <u>(i) if given through the post, shall be sent by prepaid airmail letter where available or (ii) if served by electronic means, shall be sent in accordance with Article 180(b).</u></p>

- (b) Subject to the Listing Rules, Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address or, in case of electronic communications, fails to supply his electronic address or a correct and functional electronic address, to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he served in the manner so described which may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's website and the website of HK Stock Exchange and stating the address within the Relevant Territory at which he may obtain a copy of the notice or the document. Any notice or document served in the manner so described shall be sufficient service as regards Shareholders with no registered or incorrect addresses, or, in case of electronic communications, no electronic address or an incorrect electronic address, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address or, in case of electronic communications, no or an incorrect electronic address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.

- (c) Subject to the Listing Rules, if ~~If~~ on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address or by electronic means to his electronic address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or a new electronic address for the service of notices on him.
- (d) Subject to the Listing Rules and notwithstanding any election by a Shareholder, if the Company is advised that the sending of any notice or other documents to any electronic address supplied by a Shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Shareholder is located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the Shareholder concerned, place the same on the Company's website and the website of the HK Stock Exchange, and any such placement shall be deemed effective service on the Shareholder, and the relevant notice and document shall be deemed to be served on the Shareholder on the date on which the same is first placed on the Company's website and the website of the HK Stock Exchange.
- (e) Notwithstanding any election by a Shareholder from time to time to receive any notice or document through electronic means, such Shareholder may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as Shareholder, is entitled to receive.

182	<p>Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company <u>on which it is transmitted from the server of the Company or its agent and it shall not be necessary for the receipt of such electronic transmission to be acknowledged by the recipient.</u> Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website <u>the Company's website and/or the website of the HK Stock Exchange</u> shall be deemed to have been served or delivered on the day it was so published.</p>
183	<p>A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental <u>mental</u> disorder, bankruptcy or winding up had not occurred.</p>
185	<p>Any notice or document delivered or sent by post to <u>or by electronic communications</u>, or left at the registered address of any Shareholder in pursuance of these Articles <u>or by publishing on the Company's website or the website of HK Stock Exchange</u>, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.</p>

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF 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 Room 2113, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong, on 9 September 2024 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 2024.
2.
 - (a) To re-elect Ms. Yuen Mei Ling, Pauline as an executive director of the Company.
 - (b) To re-elect Mr. Wang Yicheng as an executive director of the Company.
 - (c) To re-elect Mr. Lin Shixing as an executive director of the Company.
 - (d) To re-elect Ms. Zhang Yushan as an executive director of the Company.
 - (e) To re-elect Mr. Yuen Kwok Wai, Tony as a non-executive director of the Company.
 - (f) To re-elect Mr. Wong Ching Wan as an independent non-executive director of the Company.
 - (g) To re-elect Mr. Yang Chuan as an independent non-executive director of the Company.
 - (h) To re-elect Ms. Li Dongxian 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 McMillan Woods (Hong Kong) CPA Limited as auditors of the Company and to authorize the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

(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; and
- (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

“**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 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 (the “**SFC**”) of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the SFC, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”
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.”

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

SPECIAL RESOLUTIONS

8. “**THAT**
- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the dual foreign name in Chinese of the Company be changed from “**懶豬科技集團有限公司**” to “**漢諾科技集團有限公司**”; and
 - (b) any one director of the Company be authorized on behalf of the Company to do all such acts and things and execute and deliver all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing and to attend to any registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

9. “**THAT** subject to the proposed change of the dual foreign name in Chinese of the Company becoming effective, the third amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company, and any one or more of the directors and the company secretary of the Company be and are hereby authorised severally to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary to implement and give effect to the adoption of the New Memorandum and Articles of Association.”

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, 15 August 2024

Registered office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

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

Room 2113
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Sheung Wan
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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, 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.

NOTICE OF ANNUAL GENERAL MEETING

5. The registers of members of the Company will be closed from 3, September 2024 to 9, September 2024 (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 2, September 2024.
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 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 and Ms. Li Dongxian.

This notice 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 notice will also be published on the Company's website at www.primeintelligence.com.hk.