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.

PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED

盈證國際控股有限公司

（前稱懶豬科技集團有限公司）

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08379)

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

A notice convening the annual general meeting of Prime Intelligence Solutions Group Limited (the "**2026 AGM**") to be held at Room 504, 5/F, Bupa Centre, 141 Connaught Road West, Sheung Wan, Hong Kong on Monday, 21 September 2026 at 11:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the 2026 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 2026 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 2026 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 2026 AGM or any adjournment thereof should you so wish.

28 August 2026

CONTENTS

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.

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

"2025 AGM"	the annual general meeting of the Company held on 22 September 2025;
"2026 AGM"	the annual general meeting of the Company to be convened at Room 504, 5/F, Bupa Centre, 141 Connaught Road West, Sheung Wan, Hong Kong on Monday, 21 September 2026 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;
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
"close associate"	has the meaning ascribed to it under the GEM Listing Rules;
"Company"	Prime Intelligence Solutions Group Limited (盈證國際控股有限公司), 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;
"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 (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares) as at the date of passing the relevant resolution at the 2026 AGM;
"Latest Practicable Date"	24 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
"Listing Date"	14 February 2018, the date on which trading in the Shares commenced on GEM;
"PRC"	the People's Republic of China;
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company in issue (excluding Treasury Shares) as at the date of passing the relevant resolution at the 2026 AGM, and to determine such Shares repurchased shall be held as Treasury Shares by the Company or otherwise be cancelled;
"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;
"Treasury Shares"	has the meaning as defined under the GEM Listing Rules;
"%"	per cent.

PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED
盈證國際控股有限公司

（前稱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
Ms. Zhang Yushan
Mr. Yang Chuan

Independent non-executive Directors:
Mr. Wong Ching Wan
Ms. Li Dongxian
Ms. He Zhiqi

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 504, 5/F
Bupa Centre
141 Connaught Road West
Sheung Wan, Hong Kong

28 August 2026

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2026 AGM for the approval of (i) the grant of the Issue Mandate; (ii) the grant of the Repurchase Mandate; (iii) the grant of the Extension Mandate and (iv) the re-elections of Directors; and to give you a notice convening the 2026 AGM which is set out on pages 16 to 20 of this circular.

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

At the 2025 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 2026 AGM. At the 2026 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 (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares) 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 (excluding Treasury Shares) as at the date of passing of such resolution, and to determine such Shares repurchased shall be held as Treasury Shares by the Company or otherwise be cancelled; and

(c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of the above resolutions are set out in resolutions paragraphs 5 to 7 as set out in the notice of the 2026 AGM contained in pages 16 to 20 of this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares (excluding Treasury 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 2026 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 2026 AGM.

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

3. RE-ELECTION OF DIRECTORS

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.

Mr. Yang Chuan, Mr. Wong Ching Wan and Ms. He Zhiqi shall retire from office as Director by rotation at the 2026 AGM and offer themselves for re-election at the 2026 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 2026 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.

Ms. He Zhiqi ("**Ms. He**"), 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. He to the Board for it to propose to the Shareholders for re-election at the 2026 AGM. Ms. He has profound experience in investment industry. 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 2026 AGM which are required to be disclosed by the GEM Listing Rules are set out in Appendix II to this circular.

4. 2026 AGM AND PROXY ARRANGEMENT

The notice of the 2026 AGM is set out on pages 16 to 20 of this circular. At the 2026 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 2026 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the 2026 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 2026 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 2026 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 2026 AGM or any adjournment thereof should you so wish.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Directors (including independent non-executive Directors) consider that all the proposed resolutions at the 2026 AGM, including but not limited to the granting of the General Mandates, 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 2026 AGM.

Yours faithfully,
For and on behalf of the Board
Prime Intelligence Solutions Group Limited
盈證國際控股有限公司
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 2026 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 (excluding Treasury 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 (excluding Treasury Shares) as at the date of passing the relevant ordinary resolution at the 2026 AGM, and to determine such Shares repurchased shall be held as Treasury Shares by the Company or otherwise be cancelled. 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 2026 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. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the GEM Listing Rules, the Memorandum, the Articles of Association, and the applicable laws of the Cayman Islands.

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 2026) 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.

In the event that the Company repurchases any Shares, the Company may cancel such repurchased Shares and/or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of such repurchase.

Shares repurchased by the Company may be held by the Company as Treasury Shares or cancelled as determined by the Directors, depending on the market conditions and the Group's capital management needs at the relevant time of the repurchase. For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to the Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

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 2026 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 2026 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 GEM 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, 209,770,000 and 131,785,000 Shares representing respectively approximately 17.03%, 26.22% 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%, 29.13% 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 *(HK$)*	Lowest Price *(HK$)*
2025		
August	0.158	0.118
September	0.163	0.130
October	0.148	0.126
November	0.148	0.127
December	0.182	0.130
2026		
January	0.220	0.146
February	0.218	0.183
March	0.208	0.166
April	0.189	0.162
May	0.185	0.144
June	0.159	0.120
July	0.150	0.100
August (up to the Latest Practicable Date)	0.115	0.093

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 2026 AGM.

Mr. Yang Chuan ("**Mr. Yang**"), aged 37, is an executive Director of the Company. He was appointed as an independent non-executive Director and a member of each of the Remuneration Committee, Audit Committee and Nomination Committee of the Company on 12 April 2024, before being re-designated as an executive Director on 26 September 2025 and resigning from his positions as a member of the Remuneration Committee, Audit Committee and Nomination Committee. 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. He has 12 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 26 September 2025 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 2026 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 Latest Practicable Date, 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).

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.

Mr. Wong Ching Wan ("**Mr. Wong**"), aged 59, was appointed as an independent non-executive Director on 17 June 2022 and has been re-designated as the chairman of each of the Remuneration Committee, Audit Committee and Nomination Committee of the Company with effect from 31 July 2024. 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 CBK Holdings Limited, a company listed on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 8428) since September 2024. Mr. Wong has been the chief financial officer of Epsium Enterprise Limited (stock code: EPSM) since May 2026. He was the chief financial officer of Intelligent Living Application Group Inc. (stock code: ILAG) from June 2020 to May 2026. He was a director of Network CN, Inc. (stock code: NWCN), which shares are 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 GEM of the Stock Exchange (stock code: 8245). He was an independent non-executive director of Top Standard Corporation, a company listed on GEM of the Stock Exchange (stock code: 8510) from January 2020 to September 2024.

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, fellow member of The Taxation Institute of Hong Kong since October 2012 and fellow member of the Hong Kong Institute of Certified Public Accountants since March 2026.

Mr. Wong has entered into a service agreement with the Company for a term of three years with effect from 17 June 2022 and such appointment letter has been renewed for another term of three years 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 2026 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.

Ms. He Zhiqi ("**Ms. He**"), aged 31, 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 26 September 2025. She obtained legal advice on 29 August 2025 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.

Ms. He has 9 years of experience in the investment industry. From July 2016 to October 2022, she served as Investor Relations Manager at Guangzhou Ginkgo Investment Management Co., Ltd. Since November 2022, she was appointed as Fund Business Department Manager at Guangzhou Zhentong Asset Management Co., Ltd* (廣州展通資產管理有限公司).

Ms. He obtained a bachelor's degree in Business Management from Jinan University in June 2019.

Ms. He has entered into a service agreement with the Company for a term of three years with effect from 26 September 2025 and shall continue thereafter unless and until it is terminated by the Company or Ms. He 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 2026 AGM of the Company in accordance with the articles of association of the Company. Ms. He 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 Latest Practicable Date, Ms. He (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. He 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.

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

PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED
盈證國際控股有限公司

（前稱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 504, 5/F, Bupa Centre, 141 Connaught Road West, Sheung Wan, Hong Kong, on 21 September 2026 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 2026.

2. (a) To re-elect Mr. Yang Chuan as an executive director of the Company.

   (b) To re-elect Mr. Wong Ching Wan as an independent non-executive director of the Company.

   (c) To re-elect Ms. He Zhiqi 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 the auditor of the Company and to authorize the board of directors to fix its remuneration.

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 (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**")) out of treasury if permitted under the GEM Listing Rules) 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 (or transferred out of treasury)) 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 (excluding treasury shares) on the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; 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 and to determine whether such shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled, 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 (excluding treasury shares) on the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly;

(c) for the purposes of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution."

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

By order of the Board
Prime Intelligence Solutions Group Limited
盈證國際控股有限公司
Wang Yicheng
Chairman and Chief Executive Officer

Hong Kong, 28 August 2026

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 504, 5/F
Bupa Centre
141 Connaught Road West
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.

5. The registers of members of the Company will be closed from 15 September 2026 to 21 September 2026 (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 14 September 2026. The record date for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the AGM is 21 September 2026.

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, Ms. Zhang Yushan and Mr. Yang Chuan; and the independent non-executive Directors are Mr. Wong Ching Wan, Ms. Li Dongxian and Ms. He Zhiqi.

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.