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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)

DISCLOSEABLE TRANSACTION
DISPOSAL OF 100% OF EQUITY INTEREST IN A SUBSIDIARY

THE DISPOSAL

On 30 October 2026 (after trading hours), the Seller and the Buyer entered into the Disposal Agreement, pursuant to which the Seller agreed to sell and the Buyer agreed to purchase 100% equity interest of the Disposal Company at a cash consideration of HK$5,000,000.

Completion of the Disposal shall take place on 30 November 2026 in Hong Kong.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules in respect of the Disposal is more than 5% but all such percentage ratios are less than 25%, the Disposal constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

THE DISPOSAL

On 30 October 2026 (after trading hours), the Seller and the Buyer entered into the Disposal Agreement. Pursuant to the Disposal Agreement, the Seller agreed to sell and the Buyer agreed to purchase 100% equity interest of the Disposal Company at a cash consideration of HK$5,000,000.

The Disposal Agreement

Date: 30 October 2026

Parties: (1) Power Truth Holdings Limited (the "**Seller**") as the seller; and

(2) GrowPro Engineering Limited (the "**Buyer**") as the buyer.

To the best knowledge, information and belief of the Directors, the Buyer is a company incorporated in Hong Kong with limited liability which is principally engaged in construction and equipment leasing business, and is ultimately and beneficially owned by WONG Chung Ming Gary. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Buyer and its ultimate beneficial owner are Independent Third Parties.

Subject matter

Pursuant to the terms of the Disposal Agreement, the Company has agreed to sell and the Buyer has agreed to acquire 100% of the equity interest of the Disposal Company.

Consideration

The consideration for the Disposal is HK$5,000,000 which is payable in cash by the Buyer on the date of Completion.

Basis of consideration

The consideration was determined after arm's length negotiations between the parties to the Disposal Agreement based on the net assets of the Disposal Company of the unaudited management accounts of the Disposal Group as at 31 August 2026.

The Directors (including the independent non-executive Directors) consider the Consideration is fair and reasonable and on normal commercial terms and that the entering into of the Disposal Agreement and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

Completion

Completion of the Disposal shall take place on 30 November 2026 in Hong Kong.

Upon Completion, the Disposal Company will cease to be a subsidiary of the Company, and the financial results of the Disposal Company will cease to be consolidated into the financial statements of the Group.

Conditions precedent

Completion of the Disposal shall be subject to and conditional upon:

(1) All necessary consents and approvals required to be obtained on the part of the Seller in respect of the Disposal Agreement and the transactions contemplated thereunder having been obtained.

(2) The representations and warranties given by the Seller under the Disposal Agreement remaining true and accurate and not misleading in all material respects at Completion. The representations and warranties given by the Seller are:

    (a) The Seller is the lawful owner of the shares to be sold of the Disposal Company.

(b) There are no outstanding liabilities against the Disposal Company that could affect the sale.

(c) The Disposal Company has not acquired any landed property, rights to acquire property or investment as at the date of this agreement.

(3) The representations and warranties given by the Buyer under the Disposal Agreement remaining true and accurate and not misleading in all material respects at Completion. The representations and warranties given by the Buyer are:

(a) It has full power and authority to enter into and perform the Disposal Agreement.

(b) The Disposal Agreement constitutes its valid and binding obligations and is enforceable against it in accordance with its terms.

(c) It shall comply with all applicable laws and regulations in connection with the acquisition of the shares to be sold of the Disposal Company.

Condition (2) above may at any time be waived by the Buyer in writing, and condition (3) above may at any time be waived by the Seller in writing.

INFORMATION ON THE BUYER

The Buyer is a company incorporated in Hong Kong with limited liability which is principally engaged in construction and equipment leasing business. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Buyer and its ultimate beneficial owner are Independent Third Parties.

INFORMATION ON THE DISPOSAL GROUP

The Disposal Company is an investment holding company incorporated in Hong Kong with limited liability and wholly owned by the Seller immediately prior to the Completion. The Seller is wholly owned by the Company. As at the date of this announcement, the Disposal Company wholly owns Solution Expert Technology (SHENZHEN) Ltd.* (專訊科技(深圳)有限公司), an operating subsidiary principally engaged in the sales of biometric products and provision of biometric solutions.

Set out below is the financial information of the Disposal Group based on its audited consolidated financial statements for the two years ended 31 March 2025 and 2026:

	For the year ended 31 March 2025	**For the year ended 31 March 2026**
	HK$'000 (audited)	*HK$'000* (audited)
Profit/(loss) before taxation	(1,097)	524
Profit/(loss) after taxation	(1,097)	524

Based on the unaudited management accounts of the Disposal Group, as at 31 August 2026, the net assets of the Disposal Company were approximately HK$5.0 million.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Due to intense competition in the sales of biometrics identification devices and security products in the China market and rising domestic research and development costs, the Group has decided to divest this business. The Directors believe that the Disposal represents a good opportunity for the Company to realise the value of the Disposal Company at a reasonable price, and that the proceeds from the Disposal will improve the financial position and increase the general working capital of the Group.

The Directors consider that the terms of the Disposal Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS

It is estimated that the net proceeds from the Disposal, after deducting relevant transaction costs and expenses, will amount to approximately HK$5.0 million. The Company intends to apply the net proceeds of the Disposal as general working capital of the Group.

FINANCIAL IMPACT OF THE DISPOSAL TO THE COMPANY

Upon Completion, the Disposal Company will cease to be subsidiary of the Company and the financial information of the Disposal Company will cease to be consolidated into the accounts of the Group.

After deducting the estimated expenses attributable to the Disposal, it is estimated that the Group will record a loss of approximately HK$0.5 million from the Disposal, which is calculated based on the net proceeds of approximately HK$5.0 million less the carrying value of the Disposal Company as at 31 August 2026.

The actual gain or loss on the Disposal to be recorded by the Group will depend on the fair value of the Disposal Company recorded on the Group's financial statements at the date of Completion and therefore may be different from the amount mentioned above.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules in respect of the Disposal is more than 5% but all such percentage ratios are less than 25%, the Disposal constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

"Board"	the board of Directors
"Buyer"	GrowPro Engineering Limited, a company incorporated in Hong Kong with limited liability
"Company"	Prime Intelligence Solutions Group Limited, a company incorporated and registered as an exempt company in the Cayman Islands with limited liability, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8379)
"Completion"	the completion of the Disposal in accordance with the terms and conditions of the Disposal Agreement
"Director(s)"	the director(s) of the Company
"Disposal"	the disposal of 100% of the equity interest of the Disposal Company to the Buyer pursuant to the Disposal Agreement
"Disposal Agreement"	the agreement dated 30 October 2026 entered into between the Seller and the Buyer in respect of the Disposal
"Disposal Company"	Solution Expert Technology (R&D) Limited, an investment holding company incorporated in Hong Kong with limited liability and wholly owned by Power Truth Holdings Limited
"Disposal Group"	the Disposal Company and its subsidiary, namely Solution Expert Technology (SHENZHEN) Ltd.* (專訊科技(深圳)有限公司)
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third party(ies) independent of the Company and its connected persons

"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"%"	per cent.

* *The English name is not official name but is provided for identification purpose only*

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, 30 October 2026

As at the date of this announcement, the executive Directors are Mr. Wang Yicheng, Ms. Yuen Mei Ling, Pauline, Mr. Yang Chuan and Ms. Zhang Yushan; and the independent non-executive Directors are Mr. Wong Ching Wan, Ms. Li Dongxian and Ms. He Zhiqi.

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

This announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the Company's website at www.primeintelligence.com.hk.