

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

匯安智能科技集團有限公司

(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 “2020 AGM”) to be held at Unit A, 12th Floor, Mai Sik Industrial Building, 1–11 Kwai Ting Road, Kwai Chung, New Territories, Hong Kong on Monday, 10 August 2020 at 11:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the 2020 AGM is also enclosed with this circular. Such form of proxy is also published on the “Latest Company Announcements” page of the GEM website at www.hkgem.com 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 2020 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2020 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 2020 AGM or any adjournment thereof should you so wish.

29 June 2020

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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:

“2019 AGM”	the annual general meeting of the Company held on 13 August 2019;
“2020 AGM”	the annual general meeting of the Company to be convened at Unit A, 12th Floor, Mai Sik Industrial Building, 1–11 Kwai Ting Road, Kwai Chung, New Territories, Hong Kong on Monday, 10 August 2020 at 11:00 a.m.;
“Articles”	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 (匯安智能科技集團有限公司), a 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;
“Delighting View”	Delighting View Global Limited, one of the controlling shareholders and a company incorporated in the BVI on 2 July 2015 with limited liability, and is owned as to 85% by Mr. Tony Yuen and 15% by Ms. Pauline Yuen;
“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;

DEFINITIONS

“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 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 2020 AGM;
“Latest Practicable Date”	22 June 2020, 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;
“Mr. Tony Yuen”	Mr. Yuen Kwok Wai, Tony, being one of the controlling shareholders, the chairman of the Board, an executive Director, sibling of Ms. Pauline Yuen and spouse of Ms. Jazzy Wong and brother-in-law of Mr. Joseph Yam;
“Ms. Pauline Yuen”	Ms. Yuen Mei Ling, Pauline, being one of the controlling shareholders, an executive Director, sibling of Mr. Tony Yuen and sister-in-law of Mr. Joseph Yam and Ms. Jazzy Wong;
“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 2020 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;

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD

PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED

匯安智能科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08379)

Executive Directors:

Mr. Yuen Kwok Wai, Tony

(Chairman and chief executive officer)

Ms. Yuen Mei Ling, Pauline

Ms. Sun Ngai Chu, Danielle

Mr. Mui Pak Kuen

*(Re-designated from an independent non-executive
Director to an executive Director on 2 March 2020)*

Non-executive Director:

Mr. Yam Chiu Fan, Joseph

Independent non-executive Directors:

Mr. Hui Man Ho, Ivan

Mr. Chung Billy

Mr. Poon Wai Hung Richard

(Appointed on 2 March 2020)

Registered office:

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman

KY1-1108

Cayman Islands

Headquarters and principal

place of business in Hong Kong:

Unit A, 6/F

TLP132

Nos. 132–134

Tai Lin Pai Road

Kwai Chung

New Territories

Hong Kong

29 June 2020

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 2020 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 2020 AGM which is set out on pages 18 to 22 of this circular.

LETTER FROM THE BOARD

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

At the 2019 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 2020 AGM. At the 2020 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 7 as set out in the notice of the 2020 AGM contained in pages 18 to 22 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 Share is repurchased or issued from the Latest Practicable Date to the date of the 2020 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 2020 AGM; (b) the date by which the next annual general meeting is required to be held under the Articles or any applicable laws of the Cayman Islands or the GEM Listing

LETTER FROM THE BOARD

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 2020 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

Pursuant to Article 108 of the Articles, Mr. Tony Yuen, Ms. Pauline Yuen, Ms. Sun Ngai Chu, Danielle, Mr. Mui Pak Kuen, Mr. Yam Chiu Fan, Joseph and Mr. Poon Wai Hung Richard shall retire from office as Directors by rotation at the 2020 AGM. Mr. Tony Yuen, Ms. Pauline Yuen, Ms. Sun Ngai Chu, Danielle, Mr. Mui Pak Kuen, Mr. Yam Chiu Fan, Joseph and Mr. Poon Wai Hung Richard have agreed to offer himself/herself for re-election at the 2020 AGM.

Particulars of each of the Directors proposed to be re-elected at the 2020 AGM which are required to be disclosed by the GEM Listing Rules are set out in Appendix II to this circular.

4. 2020 AGM AND PROXY ARRANGEMENT

The notice of the 2020 AGM is set out on pages 18 to 22 of this circular. At the 2020 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 2020 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the 2020 AGM is enclosed with this circular and such form of proxy is also published on the “Latest Company Announcements” page of the GEM website at www.hkgem.com 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 2020 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2020 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 2020 AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

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 consider that all the proposed resolutions at the 2020 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 2020 AGM.

Yours faithfully,
For and on behalf of the Board
Prime Intelligence Solutions Group Limited
匯安智能科技集團有限公司
Yuen Kwok Wai, Tony
Chairman

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 2020 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 2020 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 2020 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, 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 2020) 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 2020 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 2020 AGM.

6. DIRECTOR'S UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they 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, to the best of the knowledge and belief of the Directors, Delighting View, being the controlling shareholder of the Company, held 45.75% of the issued share capital of the Company. Delighting View is beneficially owned as to 85% by Mr. Tony Yuen and 15% by Ms. Pauline Yuen respectively and Mr. Tony Yuen and Ms. Pauline Yuen are parties acting in concert, each of Mr. Tony Yuen and Ms. Pauline Yuen is deemed to be interested in all the Shares held by Delighting View under the SFO. Ms. Pauline Yuen is the sister of Mr. Tony Yuen. Accordingly, each of Mr. Tony Yuen and Ms. Pauline Yuen is deemed to be interested in the Shares held by Delighting View under the SFO. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the interests of Delighting View, Mr. Tony Yuen and Ms. Pauline Yuen in the Company would increase to approximate 50.8% of the issued share capital of the Company. The Directors consider that such increase may give rise to an obligation on the part of Delighting View to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in such takeover obligation. 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 had been made by the Company in the six months preceding the Latest Practicable Date, whether on 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:

	Highest Price <i>(HK\$)</i>	Lowest Price <i>(HK\$)</i>
2019		
June	0.098	0.066
July	0.096	0.067
August	0.108	0.050
September	0.096	0.063
October	0.088	0.072
November	0.085	0.065
December	0.089	0.054
2020		
January	0.085	0.055
February	0.083	0.064
March	0.074	0.042
April	0.050	0.040
May	0.059	0.045
June (up to the Latest Practicable Date)	0.050	0.042

The following are the particulars of the Directors (as required by the GEM Listing Rules) who are subject to re-election at the 2020 AGM.

Mr. Yuen Kwok Wai, Tony, aged 49, is one of the founders of the Group, the chairman of the Board, an executive Director, the chief executive officer of the Group and one of the controlling shareholders of the Company. He joined the Group as a director on 28 June 1999 and was re-designated as an executive Director on 6 November 2015. He is responsible for major decision-making, overall strategic planning and day-to-day business management. 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 22 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 has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Tony Yuen is the brother of Ms. Pauline Yuen (one of the executive Directors and controlling shareholders of the Company), the spouse of Ms. Wong Ka Man, Jazzy (a member of the senior management) and the brother-in-law of Mr. Yam Chiu Fan, Joseph (the non-executive Director). Other than disclosed in this circular, Mr. Tony Yuen is not connected with any other Directors, members of the senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Tony Yuen has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date 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 2020 AGM in accordance with the Articles. Mr. Tony Yuen was entitled to an annual salary of HK\$1,608,000 which was determined with reference to his duties and responsibilities with the Company.

Mr. Tony Yuen has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the past three years and does not have any other major appointment or professional qualifications.

As at the Latest Practicable Date, Mr. Tony Yuen is a director of Delighting View holding 85% shareholdings of the Company. Delighting View holds 45.75% of the entire issued share capital of the Company and is one of the controlling shareholders of the Company. Mr. Tony Yuen is deemed to be interested in all the Share held by Delighting View under the SFO.

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.

Ms. Yuen Mei Ling, Pauline, aged 51, is an executive Director and one of the controlling shareholders of the Company. She was re-designated 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 28 years of experience in accounting, during which she has also obtained over 9 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 joined the Group in May 2007 as manager in finance and administration department and was subsequently transferred to senior manager in human resources and administration in May 2015. She was responsible for overseeing human resources activities.

Ms. Pauline Yuen is the sister of Mr. Tony Yuen (one of the executive Directors and controlling shareholders of the Company) and the sister-in-law of Mr. Yam Chiu Fan, Joseph (the non-executive Director) and Ms. Wong Ka Man, Jazzy (a member of the senior management). Other than disclosed in this circular, Ms. Pauline Yuen is not connected with any other Directors, members of the senior management, substantial shareholders or controlling shareholders of the company.

Ms. Pauline Yuen has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date 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 2020 AGM in accordance with the Articles. Ms. Pauline Yuen was entitled to an annual salary of HK\$1,356,000 which was determined with reference to her duties and responsibilities with the Company.

Ms. Pauline Yuen has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the past three years and does not have any other major appointment or professional qualifications.

As at the Latest Practicable Date, Ms. Pauline Yuen is a director of Delighting View holdings 15% shareholdings of the Company. Delighting View holds 45.75% of the entire issued share capital of the Company and is one of the controlling shareholders of the Company. Ms. Pauline Yuen is deemed to be interested in all the Share held by Delighting View under the SFO.

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.

Ms. Sun Ngai Chu, Danielle (“**Ms. Danielle Sun**”), aged 57, was appointed as an executive Director on 6 November 2015. Ms. Sun is mainly responsible for overseeing the sales and marketing functions of the Group. She is also a director of Power Truth.

Ms. Danielle Sun has over 11 years of treasury experience in catering industry. From August 2000 to June 2007 (the date of deregistration), she was a director of Boss Development Limited, a company engaged in catering business, and was responsible for cash and transaction management. From May 2004 to December 2015 (the date of deregistration), Ms. Danielle Sun was the director of Hung Kee Enterprise Limited and was responsible for managing its property portfolio and assisting the board in making property investment decisions. She has also been the treasurer of Wonderland Palace Restaurant on part time basis since August 2011 and has been responsible for cash and transaction management. From April 2004 to January 2011, Ms. Danielle Sun was employed as the treasurer of Zi Xing Xuan (紫星軒), a Chinese restaurant, and was responsible for cash and transaction management.

Since joining the Group, Ms. Danielle Sun has been in charge of the overall sales and marketing of the Group by leading the sales department to formulate and execute the Group’s sales and marketing strategies. She is also personally responsible for the sales to the catering sector.

Ms. Danielle Sun is not connected with any Directors, substantial Shareholders, controlling shareholders or senior management of the Company.

Ms. Danielle Sun has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by the Company or Ms. Danielle Sun 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 2020 AGM in accordance with the Articles. Ms. Danielle Sun was entitled to an annual salary of HK\$480,000 which was determined with reference to her duties and responsibilities with the Company.

Ms. Danielle Sun has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the past three years and does not have any other major appointment or professional qualifications.

Ms. Danielle Sun does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Ms. Danielle Sun 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. Mui Pak Kuen (“**Mr. Mui**”), aged 58, was appointed as an independent non-executive Director on 18 January 2018 and re-designated as an executive Director on 2 March 2020. He is mainly responsible for providing market and industry knowledge in assisting strategic planning of the Group.

Mr. Mui has over 30 years of experience in information technology and telecommunication industry. He first joined COL Limited as an analyst programmer from July 1986 to January 1990. From February 1990 to June 1992, Mr. Mui worked as a consultant in Logica Limited. Subsequently, he served as a senior consultant in Hutchison Paging Limited from October 1992 to March 1994 and was mainly responsible for liaising with business partners in application specification. He then worked in Hutchison Telecommunications (Hong Kong) Limited from April 1994 to October 1997 as the information technology manager for the fixed network operation and was mainly responsible for leading the fixed network IT project team for product evaluation, development and implementation. Mr. Mui was then employed by PricewaterhouseCoopers from August 1998 to December 1999 as a supervising consultant. He later worked as the assistant vice-president in business development in PCCW Limited from January 2000 to July 2011. From July 2011 to January 2017, Mr. Mui as the head of Greater China business development in Tiaxa International Company Limited.

Mr. Mui obtained a diploma in business computer studies from the Faculty of Business in Lingnan College Hong Kong in November 1986. He subsequently obtained a master of economics degree in business administration from Zhongshan University in the PRC in January 1998 and further obtained a bachelor of computing degree from the University of South Australia in September 2004.

Mr. Mui is not connected with any Directors, substantial Shareholders, controlling shareholders or senior management of the Company.

Upon his re-designation as an independent non-executive Director, Mr. Mui's then existing letter of appointment was terminated on 2 March 2020 and Mr. Mui has entered into a service agreement with the Company for a term of three years commencing on 2 March 2020 and shall continue thereafter unless and until it is terminated by the Company or Mr. Mui 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 2020 AGM in accordance with the Articles. Mr. Mui was entitled to an annual salary of HK\$420,000 which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, Mr. Mui has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the past three years and does not have any other major appointment or professional qualifications.

Mr. Mui does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Mui 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. Yam Chiu Fan, Joseph (“**Mr. Joseph Yam**”), aged 65, was appointed as an executive Director on 6 November 2015 and was re-designated as a non-executive Director on 1 April 2017. He is mainly responsible for providing market and industry knowledge in assisting strategic planning of the Group.

Mr. Joseph Yam dedicated his career to the Hong Kong Police Force for over 32 years. He began as a probationary inspector in 1977, and was subsequently promoted to senior inspector in 1987 and to chief inspector in 1990. In 2004, he was further promoted to superintendent, the rank he held until his retirement in December 2009. Mr. Joseph Yam was employed by Hong Yip Service Company Ltd., a subsidiary of Sun Hung Kai Properties Ltd., as head of security and was responsible for the overall management, business development, profitability and operations of its security department, since June 2010. Mr. Joseph Yam has been appointed as an independent non-executive director of Kingland Group Holdings Limited (formerly known as Sing on Holdings Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 1751), a company providing concrete demolition services in Hong Kong and Macau, since 22 November 2016.

Mr. Joseph Yam is the brother-in-law of Mr. Tony Yuen (one of the executive Directors and Controlling Shareholders), Ms. Jazzy Wong (a member of the senior management) and Ms. Pauline Yuen (one of the executive Directors and Controlling Shareholders). Other than disclosed in this circular, Mr. Joseph Yam is not connected with any other Directors, members of the senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Joseph Yam has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by the Company or Mr. Joseph Yam 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 2020 AGM in accordance with the Articles. Mr. Joseph Yam was entitled to an annual salary of HK\$240,000 which was determined with reference to his duties and responsibilities with the Company.

Mr. Joseph Yam has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the past three years and does not have any other major appointment or professional qualifications.

Mr. Joseph Yam does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Joseph Yam 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. Poon Wai Hung Richard (“**Mr. Poon**”), aged 55, was appointed as an independent non-executive Director on 2 March 2020. He is responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Poon has over 26 years of experience in the accounting, auditing, internal auditing and corporate finance in Hong Kong and the PRC. Since March 2001, he has been the sole practitioner of Richard Poon & Co., Certified Public Accountants. Mr. Poon has also been serving as the managing director of Richard Poon & Partners (C.P.A.) Limited since August 2013.

Mr. Poon was conferred his Master of Business Administration from the University of South Australia in April 1999. He is a fellow member of the Association of Chartered Certified Accountants as well as a practising certified public accountant and a fellow member of the Hong Kong Institute of Certified Public Accountants.

Mr. Poon is not connected with any Directors, substantial Shareholders, controlling shareholders or senior management of the Company.

Mr. Poon has entered into a service agreement with the Company for a term of three years with effect from 2 March 2020 and shall continue thereafter unless and until it is terminated by the Company or Mr. Poon 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 2020 AGM in accordance with the Articles. Mr. Poon 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, Mr. Poon has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the past three years and does not have any other major appointment or professional qualifications.

Mr. Poon does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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

* *Demonstrates the English translation name of a Chinese company or entity and is provided for identification purpose only.*

NOTICE OF THE ANNUAL GENERAL MEETING

PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED

匯安智能科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08379)

NOTICE OF THE 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 Unit A, 12th Floor, Mai Sik Industrial Building, 1–11 Kwai Ting Road, Kwai Chung, New Territories, Hong Kong, on 10 August 2020 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 2020.
2.
 - (a) To re-elect Mr. Yuen Kwok Wai, Tony as an executive director of the Company.
 - (b) To re-elect Ms. Yuen Mei Ling, Pauline as an executive director of the Company.
 - (c) To re-elect Ms. Sun Ngai Chu, Danielle as an executive director of the Company.
 - (d) To re-elect Mr. Mui Pak Kuen as an executive director of the Company.
 - (e) To re-elect Mr. Yam Chiu Fan, Joseph as a non-executive director of the Company.
 - (f) To re-elect Mr. Poon Wai Hung Richard 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 Company’s auditors and to authorise the board of directors to fix the remuneration of the auditors.

NOTICE OF THE 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 THE 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 THE 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.”

By order of the Board
Prime Intelligence Solutions Group Limited
匯安智能科技集團有限公司
Yuen Kwok Wai, Tony
Chairman

Hong Kong, 29 June 2020

Registered office:
P.O. Box 1350
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

*Headquarters and principal place of
business in Hong Kong:*
Unit A, 6/F
TLP132
Nos. 132–134 Tai Lin Pai Road
Kwai Chung
New Territories
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.

NOTICE OF THE ANNUAL GENERAL MEETING

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 Level 54, Hopewell Centre, 183 Queen's Road East, 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 4 August 2020 to 10 August 2020 (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 3 August 2020.
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 of the Company are Mr. Yuen Kwok Wai, Tony, Ms. Yuen Mei Ling, Pauline, Ms. Sun Ngai Chu, Danielle and Mr. Mui Pak Kuen; the non-executive director of the Company is Mr. Yam Chiu Fan, Joseph; and the independent non-executive directors of the Company are Mr. Hui Man Ho, Ivan, Mr. Chung Billy and Mr. Poon Wai Hung Richard.

This notice will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and on the Company's website at www.primeintelligence.com.hk.