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PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED

懶豬科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08379)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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.

*This announcement, for which the directors (the “**Directors**”) of Prime Intelligence Solutions Group Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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.*

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

The Board (the “**Board**”) of Directors (the “**Director(s)**”) of Prime Intelligence Solutions Group Limited (the “**Company**”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the six months ended 30 September 2024 together with the unaudited and audited comparative figures for the corresponding periods in 2023 as follows:

		Six months ended	
		30 September	
		2024	2023
		<i>HK\$’000</i>	<i>HK\$’000</i>
	<i>Notes</i>	(unaudited)	(unaudited)
Revenue	4	32,207	21,469
Cost of sales and services rendered		<u>(17,859)</u>	<u>(11,017)</u>
Gross profit		14,348	10,452
Other income	5	119	244
Selling and distribution costs		(3,842)	(4,481)
Administrative and other operating expenses		<u>(13,951)</u>	<u>(16,861)</u>
Loss from operation		(3,326)	(10,646)
Finance costs		<u>(144)</u>	<u>(87)</u>
Loss before tax		(3,470)	(10,733)
Income tax	6	<u>–</u>	<u>–</u>
Loss for the period	7	<u>(3,470)</u>	<u>(10,733)</u>
Other comprehensive income for the period, net of tax:			
<i>Item that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		<u>21</u>	<u>(59)</u>
Total comprehensive income for the period attributable to the owners of the Company		<u>(3,449)</u>	<u>(10,792)</u>
Loss per share (HK cents)			
— Basic and diluted	9	<u>(0.43)</u>	<u>(1.34)</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		30 September 2024 HK\$'000 (unaudited)	31 March 2024 HK\$'000 (audited)
	<i>Notes</i>		
Non-current assets			
Property, plant and equipment		<u>433</u>	426
		<u>433</u>	426
Current assets			
Inventories		20,682	21,334
Trade receivables	10	19,654	16,624
Other receivables, prepayments and deposits		2,928	2,791
Tax recoverable		213	213
Bank and cash balances		<u>3,690</u>	3,802
		<u>47,167</u>	44,764
Current liabilities			
Trade payables	11	5,162	4,730
Other payables and accrued expenses		8,038	4,307
Lease liabilities		2,852	3,501
Contract liabilities		<u>12,272</u>	10,885
		<u>28,324</u>	23,423
Net current assets		<u>18,843</u>	21,341
Total assets less current liabilities		<u>19,276</u>	21,767
Non-current liabilities			
Lease liabilities		1,865	1,454
Contract liabilities		856	1,215
Retirement benefit obligations		313	313
Promissory notes	12	<u>906</u>	–
		<u>3,940</u>	2,982
NET ASSETS		<u>15,336</u>	18,785
Capital and reserves			
Share capital	13	8,000	8,000
Reserves		<u>7,336</u>	10,785
TOTAL EQUITY		<u>15,336</u>	18,785

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Merger reserve <i>HK\$'000</i>	Legal reserve <i>HK\$'000</i>	Foreign currency translation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total reserve <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
Balance at 1 April 2023 (audited)	8,000	51,682	17,079	12	(416)	(41,761)	26,596	34,596
Total comprehensive income for the period (unaudited)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(59)</u>	<u>(10,733)</u>	<u>(10,792)</u>	<u>(10,792)</u>
Balance at 30 September 2023 (unaudited)	<u>8,000</u>	<u>51,682</u>	<u>17,079</u>	<u>12</u>	<u>(475)</u>	<u>(52,494)</u>	<u>15,804</u>	<u>23,804</u>
Balance at 1 April 2024 (audited)	8,000	51,682	17,079	12	(721)	(57,267)	10,785	18,785
Total comprehensive income for the period (unaudited)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>21</u>	<u>(3,470)</u>	<u>(3,449)</u>	<u>(3,449)</u>
Balance at 30 September 2024 (unaudited)	<u>8,000</u>	<u>51,682</u>	<u>17,079</u>	<u>12</u>	<u>(700)</u>	<u>(60,737)</u>	<u>7,336</u>	<u>15,336</u>

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six months ended	
	30 September	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Net cash generated from/(used in) operating activities	1,098	(7,910)
Purchases of property, plant and equipment	(118)	–
Other investing cash flows (net)	119	79
Net cash from investing activities	1	79
Net cash used in financing activities	(1,211)	(1,089)
Net decrease in cash and cash equivalent	(112)	(8,920)
Cash and cash equivalents at beginning of the period	3,802	17,868
Cash and cash equivalents at end of the period	3,690	8,948
Analysis of cash and cash equivalents consist of		
Bank and cash balances	3,690	8,948

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempt company with limited liability under the Companies Law (as revised) of the Cayman Islands on 16 October 2015. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands. Subsequent to the end of reporting period, the address of its principal place of business is located at Room 2113, 21/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong. The Company's shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") since 14 February 2018 (the "**Listing**").

The Company is an investment holding company. The principal activities of its subsidiaries are sales of biometrics identification devices and other devices and accessories and provision of auxiliary and other services.

2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements of the Group have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and the applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**").

The unaudited condensed consolidated financial statements of the Group are presented in Hong Kong dollars ("**HK\$**"), which is the functional currency of the Company.

The unaudited condensed consolidated results of the Group for the six months ended 30 September 2024 do not include all the information and disclosures required in the annual financial statements of the Group and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2024 (the "**2024 Consolidated Financial Statements**"). Except as described in paragraph headed "Change in accounting policies and disclosures" below, the accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated results are consistent with those used in the 2024 Consolidated Financial Statements.

Changes in accounting policy and disclosures

The adoption of these new and amended HKFRSs had no significant effects on the results and financial position of the Group for the current and prior periods.

3. SEGMENT INFORMATION

The Group has two reportable segments as follows:

- Sales of biometrics identification devices, security products and other accessories.
- Provision of auxiliary and other services includes (i) maintenance, installation and solution services; and (ii) software licensing.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

4. REVENUE

Revenue represents the invoiced values of goods sold and services rendered, after allowances for returns and discounts during the reporting periods.

	Six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Sales of biometrics identification devices, security products and other accessories	22,363	14,090
Provision of auxiliary and other services	9,844	7,379
	32,207	21,469
	32,207	21,469
	32,207	21,469

	Six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Revenue from contracts with customers within the scope of HKFRS 15		
Recognised at a point in time	26,385	16,955
Recognised over time	5,822	4,514
	32,207	21,469
	32,207	21,469
	32,207	21,469

5. OTHER INCOME

	Six months ended 30 September	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Interest income	12	81
Others	107	163
	<u>119</u>	<u>244</u>

6. INCOME TAX EXPENSES

	Six months ended 30 September	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Provision for the period:		
Hong Kong Special Administrative Region (“ Hong Kong ”) of the People’s Republic of China (“ PRC ”) Profits Tax		
— provision for the period	—	—
	<u>—</u>	<u>—</u>

The Group is not subject to taxation in the Cayman Islands and the British Virgin Islands.

Under the two-tiered Profits Tax Regime, one of the Company’s Hong Kong subsidiaries is subject to Hong Kong Profits Tax at the rate of 8.25% (six months ended 30 September 2023: 8.25%) for the first HK\$2 million of its estimated assessable profits and at 16.5% (six months ended 30 September 2023: 16.5%) on its estimated assessable profits above HK\$2 million. Other Hong Kong subsidiaries not qualifying for the two-tiered Profit Tax Regime are subject to Hong Kong Profits Tax at the rate of 16.5% (six months ended 30 September 2023: 16.5%) for the six months ended 30 September 2024.

The Group’s subsidiary established and operated in the PRC is subject to PRC Enterprise Income Tax at the rate of 25% (six months ended 30 September 2023: 25%). No PRC Enterprise Income Tax has been provided for the six months ended 30 September 2024 (six months ended 30 September 2023: Nil) as the Group’s PRC subsidiary did not generate any assessable profits during the reporting periods.

The Group’s subsidiary established and operated in Macau Special Administrative Region (“**Macau**”) of the PRC is subject to Macau Complementary Tax, under which taxable income of up to Macau Pataca (“**MOP**”) 600,000 (six months ended 30 September 2023: MOP600,000) is exempted from taxation with taxable income beyond this amount to be taxed at the rate of 12% (six months ended 30 September 2023: 12%) for the six months ended 30 September 2024.

7. LOSS FOR THE PERIOD

	Six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Depreciation		
— Owned assets	111	97
— Right-of-use assets	203	–
Staff costs (including Directors' emoluments)		
— Salaries, bonus and allowances and other benefits in kind	13,516	15,782
— Commission	358	280
— Retirement benefits scheme contributions	900	853
	14,774	16,915
Cost of inventories sold	11,709	6,489
Foreign exchange losses/(gain), net	259	(174)
Auditor's remuneration	332	280
Impairment loss on right-of-use assets	1,691	–
Impairment loss on property, plant and equipment	–	1,785
	–	–

8. DIVIDEND

No dividend was declared or paid during the six months ended 30 September 2024 (2023: Nil).

9. LOSS PER SHARE

(a) Basic loss per share

The calculation of the basic loss per share is based on the following:

	Six months ended	
	30 September	
	2024	2023
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Loss for the purpose of calculating basic loss per share	(3,470)	(10,733)
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	800,000,000	800,000,000

(b) Diluted loss per share

No diluted loss per share to be presented as the Company did not have any dilutive potential ordinary shares outstanding during the six months ended 30 September 2024 and 2023.

10. TRADE RECEIVABLES

	As at 30 September 2024 <i>HK\$'000</i> (unaudited)	As at 31 March 2024 <i>HK\$'000</i> (audited)
From third parties	20,180	17,459
Less: allowance for doubtful debts	(646)	(835)
	19,534	16,624
From related parties	120	–
	19,654	16,624

Analysis of trade receivables due from related parties:

	As at 30 September 2024 <i>HK\$'000</i> (unaudited)	As at 31 March 2024 <i>HK\$'000</i> (audited)
Long Yield Company Limited (“ Long Yield ”)	96	–
SoHo Business Center Limited (“ SoHo ”)	24	–
	120	–

Mr. Yuen Kwok Wai, Tony (“**Mr. Tony Yuen**”) and Ms. Yuen Mei Ling, Pauline (“**Ms. Pauline Yuen**”) are able to exercise significant influence over Long Yield and SoHo (both are incorporated in Hong Kong).

The Group’s trading terms with customers are mainly on credit. The credit period granted to the customers generally range from 30 to 90 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the Directors.

An ageing analysis of the Group's trade receivables, based on the invoice date is as follows:

	As at 30 September 2024 HK\$'000 (unaudited)	As at 31 March 2024 HK\$'000 (audited)
0 to 90 days	9,322	10,594
91 to 180 days	6,827	2,958
181 to 365 days	2,586	1,602
Over 365 days	919	1,470
	<u>19,654</u>	<u>16,624</u>

11. TRADE PAYABLES

An ageing analysis of the Group's trade payables, based on the invoice date is as follows:

	As at 30 September 2024 HK\$'000 (unaudited)	As at 31 March 2024 HK\$'000 (audited)
0 to 30 days	2,090	440
31 to 60 days	406	2,694
Over 60 days	2,666	1,596
	<u>5,162</u>	<u>4,730</u>

12. PROMISSORY NOTES

	As at 30 September 2024 HK\$'000 (unaudited)	As at 31 March 2024 HK\$'000 (audited)
At the beginning of the period/year	–	–
Issuance of promissory note (<i>note (a)</i>)	900	–
Effective interest charged	6	–
	<u>906</u>	<u>–</u>
At the end of the period/year	<u>906</u>	<u>–</u>

Note:

- (a) On 30 July 2024, the Company issued a 2-year unsecured promissory note with the principal amounts of approximately HK\$500,000 denominated in HK\$. The interest for the promissory note is charged at 5% per annum. The effective interest rate of the promissory note is 4.78% per annum. On 30 August 2024, the Company issued a 2-year unsecured promissory note with the principal amounts of approximately HK\$400,000 denominated in HK\$. The interest for the promissory note is charged at 5% per annum. The effective interest rate of the promissory note is 4.78% per annum.
- (b) These promissory notes are unsecured and wholly repayable in 2 years from the date of issuance.

13. SHARE CAPITAL

	Number of ordinary shares	
	<i>Per share</i>	<i>HK\$'000</i>
Authorised:		
Ordinary shares of HK\$0.01 each		
As at 31 March 2024 (audited), 1 April 2024 and 30 September 2024 (unaudited)	<u>5,000,000,000</u>	<u>50,000</u>
Issued and fully paid:		
As at 31 March 2024 (audited), 1 April 2024 and 30 September 2024 (unaudited)	<u>800,000,000</u>	<u>8,000</u>

14. SHARE OPTION SCHEMES

The share option scheme of the Company (the “**Share Option Scheme**”) was adopted pursuant to a resolution passed by the then Shareholders on 18 January 2018 for the primary purpose to attract, retain and motivate talented participants, to strive for future developments and expansion of the Group. Eligible participants of the Share Option Scheme include any employees, executive Directors, non-executive Directors (including independent non-executive Directors), advisers, consultants of the Company or any of its subsidiaries.

The Share Option Scheme will remain valid and effective for a period of 10 years commencing on the date on which the Share Option Scheme is adopted, after which no further share options will be granted but the provisions of the Share Option Scheme shall in all other respects remain in full force and effect and share options which are granted during the life of the Share Option Scheme may continue to be exercisable in accordance with their terms of issue. The principal terms of the Share Option Scheme were summarised in the paragraph headed “Share Option Scheme” in Appendix IV to the prospectus (the “**Prospectus**”) published by the Company in relation to the Listing. No share option has been granted, exercised, expired, cancelled or lapsed under the Share Option Scheme since its adoption.

15. CONTINGENT LIABILITIES

At 30 September 2024, the Group did not have any contingent liabilities.

16. RELATED PARTY TRANSACTIONS

Other than those balances of related parties disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with its related parties during the period.

(a) Transactions with related parties

		Six months ended	
		30 September	
		2024	2023
		HK\$'000	HK\$'000
	Note	(unaudited)	(unaudited)
Sales of goods to related companies:			
— Long Yield	(i)	<u>26</u>	<u>18</u>
		<u>26</u>	<u>18</u>
Services rendered to related companies:			
— Long Yield	(i),(ii)	<u>48</u>	<u>83</u>
		<u>48</u>	<u>83</u>
Rental expenses paid to a related company:			
— Brilliant Capital Resources Limited (“ Brilliant ”)	(i),(iii)	<u>900</u>	<u>900</u>
		<u>900</u>	<u>900</u>

Notes:

- (i) The pricing of the related party transactions are mutually agreed by the Group and related companies.
- (ii) Mr. Tony Yuen and Ms. Pauline Yuen are able to exercise significant influence over Long Yield.
- (iii) Mr. Tony Yuen and Ms. Pauline Yuen are able to exercise control over Brilliant.

(b) Key management compensation

Key management mainly represents the Company's Directors. Remuneration for key management personnel of the Group is as follows:

	Six months ended	
	30 September	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Salaries, bonus and allowances and other benefits in kind	2,553	2,484
Retirement benefits scheme contributions	29	34
	<u>2,582</u>	<u>2,518</u>

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Overview

The Group is a provider of biometrics identification solutions in Hong Kong, Macau and the PRC. The Group derives revenue from the following business activities: (i) sales of biometrics identification devices, security products, and other accessories; and (ii) provision of auxiliary and other services. The Group's biometrics identification devices have one or more of the following functions: (i) face identification; (ii) fingerprint identification; (iii) finger vein identification; (iv) hand geometry identification; and (v) iris identification. The revenue of the Group for the six months ended 30 September 2024 was approximately HK\$32.2 million, representing an increase of approximately 49.8% from approximately HK\$21.5 million for the six months ended 30 September 2023. The increase in revenue was mainly attributable to the increase in sales of biometrics identification devices, security products and other accessories and provision of auxiliary and other services as compared with the corresponding period in 2023.

Revenue represents the invoiced values of goods sold and services rendered, after allowances for returns and discounts during the reporting periods.

	For the six months ended	
	30 September	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Sales of biometrics identification devices, security products and other accessories	22,363	14,090
Provision of auxiliary and other services	9,844	7,379
	<u>32,207</u>	<u>21,469</u>

Outlook

Considering the decrease in market demand and the uncertainties in the PRC, the Group has decided to suspend the plan to launch affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in the Southern China, and has planned to allocate resources to other business plans, namely (i) enhancement of the quality of after-sales services and strengthening of the operation support; (ii) improving the information technology system; (iii) research and development on touchless biometrics identification devices and Artificial Intelligence and Internet of Thing (“**AIoT**”); and (iv) working capital.

The Group has observed that there has been a change of market trend from touch biometrics identification devices to touchless biometrics identification devices due to increased public health awareness after the COVID-19 pandemic. As such, the Group plans to apply resources for research and development on touchless biometrics identification devices and AIoT. The Group plans to diversify the functions of its touchless biometrics identification devices and their applications by utilising AIoT in order to capture the market of touchless biometrics identification devices with healthcare-related functions. Looking forward, the Board takes the view that AIoT and its functions can be applied in many different scenarios that the Group’s biometrics identification devices can be involved. The Group plans to capture and develop new markets in light of the growing popularity and application of AIoT in daily life.

On 5 November 2024, The Board proposes to change the dual foreign name in Chinese of the Company from “懶豬科技集團有限公司” to “盈科控股集團有限公司” (the “**Proposed Change of Company Name**”). The English name of the Company will remain unchanged. The Board is of the view that Proposed Change of Company Name will provide the Company with a new corporate image which will enable the Company to capture potential business opportunities for its future development. Accordingly, the Board considers that Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. The Proposed Change of Company Name is conditional upon the passing of a special resolution approving the Proposed Change of Company Name by the Shareholders at an extraordinary general meeting and the approval being granted by the Registrar of Companies in the Cayman Islands for the Proposed Change of Company Name.

FINANCIAL REVIEW

Cost of Sales and Services Rendered and Gross Profit

The majority of the Group's cost of sales and services rendered was costs of inventories sold. The Group's costs of inventories sold increased by approximately 80.0% to approximately HK\$11.7 million for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately HK\$6.5 million). The gross profit margin dropped from approximately 48.7% for the six months ended 30 September 2023 to approximately 44.5% for the six months ended 30 September 2024. The gross profit also raised from approximately HK\$10.5 million for the six months ended 30 September 2023 to approximately HK\$14.3 million for the six months ended 30 September 2024. The increase in gross profit was mainly due to the increase in sales of biometrics identification devices, security products and other accessories.

Expenses

Staff costs for the six months ended 30 September 2024 was approximately HK\$14.8 million (2023: approximately HK\$16.9 million), representing a decrease of approximately HK\$2.1 million as compared with that of last corresponding period, which was mainly due to the decrease in average salaries, bonus and allowance and other benefits in kind during the period.

Administrative expenses for the six months ended 30 September 2024 was approximately HK\$14.0 million (2023: approximately HK\$16.9 million), representing a decrease by approximately HK\$2.9 million as compared with the last corresponding period, which was mainly due to the decrease in staff costs.

Loss for the Period

The Group incurred a net loss of approximately HK\$3.5 million for the six months ended 30 September 2024, as compared with a net loss of approximately HK\$10.8 million for the six months ended 30 September 2023. The decrease in net loss was mainly due to increase in sales of biometrics identification devices, security products and other accessories and the decrease in staff costs.

The Board does not recommend the payment of dividends for the six months ended 30 September 2024.

Liquidity, Financial Resources and Capital Structure

Historically, the Group has funded the liquidity and capital requirements primarily through operating cash flows and promissory notes. As at 30 September 2024, the Group had promissory notes of approximately HK\$0.9 million (30 September 2023: Nil). The Group requires cash primarily for working capital needs. As at 30 September 2024, the Group had approximately HK\$3.7 million in bank and cash balances (31 March 2024: approximately HK\$3.8 million).

Capital Expenditure

The Group purchased property, plant and equipment amounting to approximately HK\$0.1 million for the six months ended 30 September 2024 (six months ended 30 September 2023: approximately HK\$1.8 million).

Capital Commitments

The Group did not have any significant capital commitments as at 30 September 2024 (as at 31 March 2024: Nil).

Gearing Ratio

The Group's gearing ratio increased from 0% as at 31 March 2024 to approximately 5.9% as at 30 September 2024, mainly due to the Group's bank loans.

Note: Gearing ratio is calculated as the total debt divided by total equity. Total debt includes bank borrowings and finance lease obligations.

Foreign Currency Risk

The Company does not have significant exposure on foreign currency risk.

The functional currency of the Group's entities are principally denominated in HK\$, Renminbi ("RMB"), Macau Pataca ("MOP") and Great British Pound ("GBP"). The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currencies of respective Group entities such as United States dollars ("US\$"), RMB and European dollars ("EURO"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities.

The Group did not engage in any derivatives agreement and did not commit to any financial instruments to hedge its foreign exchange exposure during the six months ended 30 September 2024.

Significant Investments held, Material Acquisitions and Disposals of Subsidiaries, and Future Plans for Material Investments or Capital Assets

There were neither significant investments held as at 30 September 2024 nor material acquisitions and disposals of subsidiaries during the six months ended 30 September 2024. There is no plan for material investments or capital assets as at the date of this announcement.

Charges over Assets of the Group

As at 30 September 2024, there is no charges over assets of the Group (as at 31 March 2024: Nil).

Interim Dividend

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: nil).

Employees and Remuneration Policies

As at 30 September 2024, the Group had a total of 80 employees. The Group's staff costs for the six months ended 30 September 2024 amounted to approximately HK\$14.8 million (six months ended 30 September 2023: approximately HK\$16.9 million). The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee. The Group recognises the importance of a good relationship with its employees. The remuneration payable to its employees includes salaries and allowances. Other benefits and incentives include training and share option.

In Hong Kong, the Group's employees have participated in the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). In the PRC, the Group's employees have participated in the basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, maternity insurance prescribed by the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), and housing fund prescribed by the Regulations on the Administration of Housing Fund (《住房公積金管理條例》). All PRC-based employees have the right to participate in the social insurance and housing provident fund schemes.

Share Option Schemes

The share option scheme of the Company was adopted pursuant to a resolution passed by the Company's shareholders on 18 January 2018 for the primary purpose is to attract, retain and motivate talented participants, to strive for future developments and expansion of the Group. Eligible participants of the Scheme include any employees, any executives Directors, non-executive Directors (including independent non-executive Directors), advisors, consultants of the Company or any of its subsidiaries.

The Scheme will remain valid and effective for a period of 10 years commencing on the date on which the Scheme is adopted, after which period no further share options will be granted but the provisions of the Scheme shall in all other respects remain in full force and effect and share options which are granted during the life of the Scheme may continue to be exercisable in accordance with their terms of issue. The principal terms of which were summarised in the paragraph headed "Share Option Scheme" in Appendix IV to the Prospectus. No share options have been granted, exercised, expired, cancelled or lapsed under the Scheme since its adoption.

CORPORATE GOVERNANCE PRACTICES

The Group has committed to upholding high standards of corporate governance. The Board considers that enhanced public accountability and corporate governance are beneficial to the healthy growth of the Group, improving customer and supplier confidence and safeguarding the interests of Shareholders.

The Company has adopted and complied with the Corporate Governance Code (the "CG Code") contained in Appendix C1 to the GEM Listing Rules as its own code and has complied with the CG Code from the date of Listing up to the date of this announcement, except for the following deviation.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

CG Code provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Wang Yicheng ("**Mr. Wang**") was appointed as the Chairman and the chief executive officer on 13 May 2024 in lieu of Mr. Yuen Kwok Wai, Tony. Given that the scale of the Group is not mega and that the Company's and the Group's current business operations and administration have been stable, the Board is justified that the current structure is able to enable the effective discharge of the duties of both positions. However, going forward, the Board will review from time to time the need to separate the roles of the Chairman and the chief executive officer if the situation warrants it.

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors (the “**Model Code**”) on terms no less exacting than the required standard of dealings (the “**Required Standard of Dealings**”) as set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

Upon the specific enquiry made to all the Directors, apart from Mr. Wang Yicheng, the Company was not aware of any non-compliance with the Model Code and the Required Standard of Dealings regarding securities transactions by the Directors for the period from the date of the Listing to the date of this announcement.

According to code provision Rule 5.56(a) of the GEM Listing Rules, a Director must not deal in any securities of the Company on any day on which its financial results are published and during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results. According to Rule 5.61 of the GEM Listing Rules, a director must not deal in any securities of the issuer without first notifying in writing the chairman or a director (otherwise than himself) designated by the board of directors of the Company for the specific purpose and receiving a dated written acknowledgement.

An executive Director, Mr. Wang Yicheng, due to inadvertent mistakes, purchased 136,230,000 shares of the Company from 30 May 2024 to 13 June 2024 without notifying the designated Director or the Board and obtaining the designated Director’s approval before purchasing the relevant shares, which was in contravention of Rules 5.56(a) and 5.61 of the GEM Listing Rules.

The Company has taken the following remedial steps to avoid the reoccurrence of similar incidents:

- Communicated and reminded Mr. Wang Yicheng that the blackout period of the Group;
- Recirculated the Model Code to the Board and reminded the Directors of the procedures that they should follow should they wish to deal in the Company’s shares; and
- Arranged refresher training on Directors’ duties under the GEM Listing Rules for Mr. Wang Yicheng.

The Board considers that by adopting the aforesaid measures, it would enable the Directors to understand the dealing restriction during the black-out period and the procedures that they need to follow before dealing in the securities of the Company. The Board therefore considered that the implementation of the above measures would minimize the chance of breach of the Model Code by the Directors in the future.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2024, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO, which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to Section 352 of the SFO to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Long positions

Ordinary shares of the Company

Name	Capacity and nature of interest	Number of shares (note 1)	Percentage of the Company's issued share capital
Mr. Wang Yicheng	Beneficial owner	136,230,000 (L)	17.03%

Note:

1. The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.

Save as disclosed above, as at the date of this announcement, none of the Directors and chief executive of the Company or their associates (as defined in the GEM Listing Rules) had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which each of them has taken or deemed to be taken under the provisions of the SFO); or which were required, pursuant to section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to Rules 5.46 and 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2024, so far as is known to the Directors, the following persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or which were recorded in the register required to be kept by the Company under Section 336 of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

Long positions

Ordinary shares of the Company

Name	Capacity and nature of interest	Number of shares (note 1)	Percentage of the Company's issued share capital
Mr. Yao Han (“Mr. Yao”) (note 2)	Beneficial owner	131,785,000 (L)	16.47%
Ms. Jian Yanmei (“Ms. Jian”) (note 2)	Interest of spouse	131,785,000 (L)	16.47%
Super Arena Limited (“Super Arena”) (note 3)	Beneficial owner	209,770,000 (L)	26.22%
Mr. Wu Rong (note 3)	Interest of controlled corporation	209,770,000 (L)	26.22%

Notes:

1. The letter “L” denotes a long position in the shareholder’s interest in the share capital of the Company.
2. Ms. Jian is Mr. Yao’s spouse and is therefore deemed to be interested in all Shares held by Mr. Yao under the SFO.
3. Super Arena is beneficially owned as to 100% by Mr. Wu Rong. Mr. Wu Rong is deemed to be interested in all the Shares held by Super Arena under the SFO.

Save as disclosed above, as at the date of this announcement, the Directors are not aware of any other person, other than Directors and the chief executive of the Company who had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO; or who is directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or options in respect of such share capital.

PURCHASES, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2024.

COMPETING INTERESTS

The Directors confirm that as at 30 September 2024, none of the Directors, the controlling shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group or any other conflicts of interest with the Group.

STRATEGIC COOPERATION FRAMEWORK AGREEMENT

On 14 June 2024, the Group entered into a strategic cooperation framework agreement (the “**Strategic Cooperation Framework Agreement**”) with Guizhou Little Butterfly Cultural Tourism Industry Development Co. Ltd.* (貴州小蝴蝶文化旅遊產業發展有限公司) (“**Guizhou Little Butterfly Cultural**”), a company established under the laws of the People's Republic of China which mainly operates the business of entrusted operation and management of tourist attractions. Pursuant to Strategic Cooperation Framework Agreement, the Company and Guizhou Little Butterfly Cultural will cooperate on various matters including but not limited to joint development of intellectual property rights in digital cultural tourism and exploration of potential opportunities through the operation of e-commerce platforms or other feasible approaches. The Strategic Cooperation Framework Agreement shall be effective for a term of one year. Details of the above are set out in the Company's announcement dated 14 June 2024.

AUDIT COMMITTEE

The Company has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with rules 5.28 and 5.29 of the GEM Listing Rules and code provisions D.3.3 and D.3.7 of the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control systems of the Group. The Audit Committee comprises three independent non-executive Directors, namely Mr. Wong Ching Wan (chairman of the Audit Committee), Mr. Yang Chuan and Ms. Li Dongxian.

The unaudited condensed consolidated financial statements of the Company for the six months ended 30 September 2024 has been reviewed by the Audit Committee. The Audit Committee is of the opinion that such financial information complies with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosure have been made.

By order of the Board
Prime Intelligence Solutions Group Limited
懶豬科技集團有限公司
Mr. Wang Yicheng
Chairman

Hong Kong, 29 November 2024

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

This announcement will remain on the “Latest Listed Company Information” page of The Stock Exchange of Hong Kong Limited’s website at <http://www.hkexnews.hk> for at least seven days after the date of publication and on the website of the Company at www.primeintelligence.com.hk.