

Unless otherwise defined herein, capitalised terms in this announcement shall have the same respective meanings as those defined in the prospectus dated 30 January 2018 (the “**Prospectus**”) issued by Prime Intelligence Solutions Group Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.

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)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Share Offer

Number of Offer Shares	: 200,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares	: 20,000,000 Shares (subject to reallocation)
Number of Placing Shares	: 180,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price	: Not more than HK\$0.35 per Offer Share and expected to be not less than HK\$0.27 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 each
Stock Code	: 8379

Sponsor

AmCap

Ample Capital Limited
豐盛融資有限公司

Joint Bookrunners and Joint Lead Managers

AmCap
Ample Orient Capital Limited
豐盛東方資本有限公司

**Pacific
Foundation**

Co-Lead Managers

HF
匯福證券
HF Securities

AFG
高鈺

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Share Offer, the Capitalisation Issue and any new Shares which may be allotted and issued pursuant to the exercise of the Offer Size Adjustment Option and options that may be granted under the Share Option Scheme as described in the Prospectus.

The Share Offer comprises the Public Offer of initially 20,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 180,000,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation and the Offer Size Adjustment Option). The allocation of the Offer Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and Conditions of the Share Offer — Reallocation between the Placing and the Public Offer” in the Prospectus.

In connection with the Share Offer, the Company has granted the Offer Size Adjustment Option, exercised by the Joint Bookrunners (for themselves and on behalf of the Placing Underwriters), pursuant to which the Joint Bookrunners (for themselves and on behalf of the Placing Underwriters) may at any time before 5:00 p.m. on the business day immediately before the date of the announcement of the results of allocation and the basis of allocation of the Public Offer Shares exercise the Offer Size Adjustment Option to require the Company to allot and issue at the Offer Price up to an aggregate of 30,000,000 additional Placing Shares, representing 15% of the aggregate of the total number of Offer Shares initially made available under the Share Offer, on the same terms as those applicable to the Share Offer, solely to cover any over-allocation in the Placing.

The Shares to be issued pursuant to the Offer Size Adjustment Option will not be used for price stabilisation purpose and is not subject to the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). The Company will disclose in its allotment results announcement which will be announced on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.sebiotec.com on or before Tuesday, 13 February 2018 whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by that time, then the Offer Size Adjustment Option will have lapsed and cannot be exercised on any future date.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms and the designated website (www.hkeipo.hk) in relation to the HK eIPO White Form Service.

Applicants who wish to have the allotted Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form Service** Provider at www.hkeipo.hk under the **HK eIPO White Form Service**. Applicants who wish to have the allotted Public Offer Shares registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

WHERE TO COLLECT THE PROSPECTUS AND APPLICATION FORMS

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 30 January 2018 until 12:00 noon on Friday, 2 February 2018 at:

- (a) the offices of the Joint Bookrunners and Joint Lead Managers:

Ample Orient Capital Limited

Room A, 17/F, Fortune House
61 Connaught Road Central
Central, Hong Kong

Pacific Foundation Securities Limited

11/F, New World Tower II
16–18 Queen's Road Central
Central, Hong Kong

- (b) the offices of the Co-Lead Managers:

HF Securities and Futures Limited

Room 1606, South Tower, Concordia Plaza
1 Science Museum Road
Tsim Sha Tsui, Hong Kong

AFG Securities Limited

Room B, 17/F, Fortune House
61 Connaught Road Central
Central, Hong Kong

- (c) any of the following branches of DBS Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Island	United Centre Branch	Shops 1015–1018, 1/F & Shops 2032–2034 2/F, United Centre 95 Queensway, Admiralty
Kowloon	Yaumatei Branch	G/F & 1/F, 131–137 Woo Sung Street Yau Ma Tei
New Territories	Kwai Chung Branch	G/F, 1001 Kwai Chung Road Kwai Chung
	Tuen Mun Town Plaza — SME Banking Centre	Shop 23, G/F, Tuen Mun Town Plaza (II) 3 Tuen Lung Street, Tuen Mun

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 30 January 2018 until 12:00 noon on Friday, 2 February 2018 from (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) from your stockbroker who may have the **YELLOW** Application Forms and the Prospectus available.

Time for lodging Application Form

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "TING HONG NOMINEES LIMITED — PRIME INTELLIGENCE PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

Tuesday, 30 January 2018	— 9:00 a.m. to 5:00 p.m.
Wednesday, 31 January 2018	— 9:00 a.m. to 5:00 p.m.
Thursday, 1 February 2018	— 9:00 a.m. to 5:00 p.m.
Friday, 2 February 2018	— 9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** may submit applications through the designated website of **HK eIPO White Form** Service at www.hkeipo.hk from 9:00 a.m. on Tuesday, 30 January 2018 till 11:30 a.m. on Friday, 2 February 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 2 February 2018 or such later time as described in the section headed "How to Apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus (24 hours daily, except on the last application day).

The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 2 February 2018, the last application day or such later time as described in the section headed "How to Apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

Time for Inputting Electronic Application Instructions

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Tuesday, 30 January 2018	— 9:00 a.m. to 8:30 p.m.	^(Note)
Wednesday, 31 January 2018	— 8:00 a.m. to 8:30 p.m.	^(Note)
Thursday, 1 February 2018	— 8:00 a.m. to 8:30 p.m.	^(Note)
Friday, 2 February 2018	— 8:00 a.m.	^(Note) to 12:00 noon

Note: These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 30 January 2018 until 12:00 noon on Friday, 2 February 2018 (24 hours daily, except the last application day).

If you are **not a CCASS Investor Participant**, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Bookrunners and the Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price will not be more than HK\$0.35 per Offer Share and is expected to be not less than HK\$0.27 per Offer Share unless otherwise announced. Applicants for Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.35 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) and subject to refund. If the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.35 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest.

Share certificates for the Shares distributed pursuant to the Share Offer will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Wednesday, 14 February 2018. The Company will not issue any temporary document of title. No receipt will be issued for sums paid on application in respect of the Offer Shares.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and Conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Joint Bookrunners (for themselves and on behalf of the Underwriters) are entitled, in their sole and absolute discretion, to terminate the Underwriters’ obligations under the Underwriting Agreements by notice in writing to the Company, upon the occurrence of any of the events set forth under the section headed “Underwriting — Public Offer underwriting arrangement and expenses — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Wednesday, 14 February 2018. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such date(s) and time(s), the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in

accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.sebiotec.com on the next business day following the date of such lapse.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price is expected to be fixed by the Price Determination Agreement between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or around Wednesday, 7 February 2018 or such later date as the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) may agree. If, for whatever reason, the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) are unable to reach an agreement or enter into the Price Determination Agreement on the Offer Price on or before 5:00 p.m. on Monday, 12 February 2017, the Share Offer will not proceed and will lapse immediately. In such event, the Company will issue an announcement which will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.sebiotec.com.

The announcement of the final Offer Price, level of indications of interest in the Placing, the level of applications and the basis of allocation in the Public Offer will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.sebiotec.com on Tuesday, 13 February 2018.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available on Tuesday, 13 February 2018 in the manner described in the section headed "How to Apply for Public Offer Shares — 11. Publication of results" in the Prospectus.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Wednesday, 14 February 2018, dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, 14 February 2018. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8379.

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

Hong Kong, 30 January 2018

As at the date of this announcement, the executive Directors are Mr. Yuen Kwok Wai, Tony, Ms. Yuen Mei Ling, Pauline, and Ms. Sun Ngai Chu, Danielle; the non-executive Director is Mr. Yam Chiu Fan, Joseph; and the independent non-executive Directors are Mr. Hui Man Ho, Ivan, Mr. Chung Billy and Mr. Mui Pak Kuen.

This announcement, 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 announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk, and in the case of the announcement, on the "Latest Company Announcements" page for 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published and remain on the Company's website at www.sebiotec.com.