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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 Trigiand Group Limited (“**Company**”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TRIGIANT

— 俊知集團 —

TRIGIANT GROUP LIMITED

俊知集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1300)

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

A notice convening the annual general meeting of the Company (“**Annual General Meeting**”) to be held at 9:30 a.m. on Monday, 15 May 2023 at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular.

To ascertain the shareholders’ entitlements to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 9 May 2023 to Monday, 15 May 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Annual General Meeting, all transfer of shares accompanied by the relevant shares certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Monday, 8 May 2023 (Hong Kong time).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 9:30 a.m. on Saturday, 13 May 2023 (Hong Kong time) or not less than 48 hours before the time appointed for holding any adjourned Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

* For identification purposes only

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DEFINITIONS

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

| | |
|---|---|
| “Annual General Meeting” | the annual general meeting of the Company to be held at 9:30 a.m. on Monday, 15 May 2023, the notice of which is set out on pages AGM-1 to AGM-5 of this circular and any adjournment thereof |
| “Articles” or “Articles of Association” | the articles of association of the Company currently in force |
| “Board” | the board of Directors |
| “Companies Act” | the Companies Act, Cap.22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands |
| “Company” | Trigiant Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange |
| “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 General Mandate as set out in resolution numbered 4(C) in the notice convening the Annual General Meeting |
| “General Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing the relevant resolution as set out in resolution numbered 4(A) in the notice convening the Annual General Meeting |
| “Group” | the Company and its subsidiaries |
| “HK\$” and “HK cents” | Hong Kong dollars and Hong Kong cents respectively, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |

DEFINITIONS

| | |
|---------------------------|--|
| “Latest Practicable Date” | 14 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares which shall not exceed 10% of the total number of the Shares in issue as at the date of passing the relevant resolution as set out in resolution numbered 4(B) in the notice convening the Annual General Meeting |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | the ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) for the time being of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |
| “%” | per cent. |



TRIGIANT
— 俊知集團 —

TRIGIANT GROUP LIMITED

俊知集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1300)

Executive Directors:

Mr. Qian Lirong (*Chairman and Group chief
executive officer*)
Mr. Qian Chenhui

Non-executive Director:

Mr. Zhang Dongjie

Independent non-executive Directors:

Professor Jin Xiaofeng
Mr. Chan Fan Shing
Mr. Zhao Huanqi

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Room 1801, 18th Floor
Tai Tung Building
8 Fleming Road
Wanchai
Hong Kong

21 April 2023

To the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. At the Annual General Meeting, resolutions relating to, among other matters, (i) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of Directors will be proposed.

* *For identification purposes only*

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The general mandate granted to the Directors to allot and issue and deal with the unissued Shares and the general mandate granted to the Directors to repurchase Shares at the annual general meeting of the Company held on 23 May 2022 will expire at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve the grant of new general mandates to the Directors:

- (a) the General Mandate — a general and unconditional mandate to allot, issue and deal with Shares of up to a maximum of 20% of the total number of Shares in issue on the date of the passing of such resolution;
- (b) the Repurchase Mandate — a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares which shall not exceed 10% of the total number of Shares in issue on the date of the passing of such resolution; and
- (c) the Extension Mandate — the power to extend the general mandate in (a) above by an amount representing the aggregate amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

As at the Latest Practicable Date, the total number of Shares in issue was 1,791,500,000. Subject to the passing of the relevant resolution, the maximum number of new Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting) to be issued under the proposed General Mandate is 358,300,000, and the Company will be allowed to repurchase a maximum of 179,150,000 Shares under the Repurchase Mandate.

The General Mandate and the Repurchase Mandate will expire: (a) at the end of the Company's next annual general meeting following the Annual General Meeting; (b) at the end of the period within which the Company is required by law or the Articles to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

An explanatory statement containing information necessary to enable the Shareholders to make an informed decision on the proposed resolution for the grant of the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises two executive Directors, namely Mr. Qian Lirong and Mr. Qian Chenhui, one non-executive Director, namely Mr. Zhang Dongjie, and three independent non-executive Directors, namely Professor Jin Xiaofeng, Mr. Chan Fan Shing and Mr. Zhao Huanqi.

LETTER FROM THE BOARD

In accordance with Articles 84(1) and 84(2) of the Articles, Professor Jin Xiaofeng and Mr. Chan Fan Shing will retire from the office of Director by rotation, and being eligible, they will offer themselves for re-election at the Annual General Meeting.

As disclosed in the announcement of the Company dated 9 January 2023, Mr. Zhang Dongjie was appointed as a non-executive Director with effect from 9 January 2023. As disclosed in the announcement of the Company dated 28 March 2023, Mr. Zhao Huanqi was appointed as an independent non-executive Director with effect from 28 March 2023. In accordance with Article 83(3) of the Articles, Mr. Zhang Dongjie and Mr. Zhao Huanqi shall hold office only until the Annual General Meeting and shall then be eligible for re-election at the Annual General Meeting.

Recommendations to the Board for the proposal for re-election of each of Professor Jin Xiaofeng, Mr. Chan Fan Shing, Mr. Zhang Dongjie and Mr. Zhao Huanqi as a Director was made by the nomination committee of the Board, after considering the potential contribution each relevant Director can bring to the Board in terms of qualification, skills, experience, independence and diversity in accordance with the director nomination policy of the Company, taking into account the relevant director's biographical information and background, and considering various factors including but not limited to gender, age, cultural and educational background and professional experience as set out in the board diversity policy of the Company.

The Board has assessed the independence of Professor Jin Xiaofeng, Mr. Chan Fan Shing and Mr. Zhao Huanqi, the independent non-executive Directors eligible for re-election at the Annual General Meeting, by reference to the independence guidelines as set out in Rule 3.13 of the Listing Rules. With a view to enhancing the diversity of the Board, Professor Jin Xiaofeng, Mr. Chan Fan Shing and Mr. Zhao Huanqi was each appointed as an independent non-executive Director in light of Professor Jin Xiaofeng's electrical engineering background and Mr. Chan Fan Shing's and Mr. Zhao Huanqi's auditing, accounting and financial management background respectively. Taking into account the above factors, the Board considers that each of Professor Jin Xiaofeng, Mr. Chan Fan Shing and Mr. Zhao Huanqi is independent and can bring further contributions to the Board and its diversity.

Information on the Directors for re-election is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-5 of this circular is a notice convening the Annual General Meeting at which, among other proposed resolutions, ordinary resolutions will be proposed to approve the following:

- (1) the grant of the General Mandate;
- (2) the grant of the Repurchase Mandate;
- (3) the grant of the Extension Mandate; and
- (4) the re-election of Directors.

LETTER FROM THE BOARD

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 9:30 a.m. on Saturday, 13 May 2023 (Hong Kong time) or not less than 48 hours before the time appointed for holding any adjourned Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 9 May 2023 to Monday, 15 May 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Annual General Meeting, all transfer of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Monday, 8 May 2023 (Hong Kong time).

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 document 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.

RECOMMENDATION

The Directors consider that the grant of the General Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders and recommend the Shareholders to vote for the relevant resolutions set out in the notice of the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
On behalf of the Board
Trigiant Group Limited
Qian Lirong
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Main Board of the Stock Exchange to repurchase their shares on the Main Board of the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 1,791,500,000 Shares in issue.

Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution numbered 4(B) as set out in the notice convening the Annual General Meeting contained in this circular), and on the basis of 1,791,500,000 Shares in issue and assuming that no new Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 179,150,000 Shares under the Repurchase Mandate.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Repurchases must be paid out of funds legally available for the purpose and in accordance with the Articles, the Companies Act and other applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Cayman Islands law, any repurchases by the Company may only be made out of profits of the company or out of the proceeds of a fresh issue of shares made for such purpose or, if authorised by the Articles and subject to the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Act, out of capital.

5. IMPACT OF REPURCHASES

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2022, being the date to which the last audited accounts of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the following months were as follows:

| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| 2022 | | |
| April | 0.55 | 0.445 |
| May | 0.48 | 0.44 |
| June | 0.49 | 0.44 |
| July | 0.75 | 0.45 |
| August | 0.73 | 0.55 |
| September | 0.61 | 0.345 |
| October | 0.37 | 0.33 |
| November | 0.42 | 0.35 |
| December | 0.47 | 0.39 |
| 2023 | | |
| January | 0.46 | 0.395 |
| February | 0.42 | 0.39 |
| March | 0.51 | 0.38 |
| April (up to the Latest Practicable Date) | 0.42 | 0.38 |

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, (i) Mr. Qian Lirong ("**Mr. Qian**") and his controlled corporations collectively held approximately 29.22% of the issued share capital of the Company; and (ii) Mr. Qian, together with parties acting concert with him (including his controlled corporations) (collectively, the "**Concert Group Shareholders**") in aggregate held approximately 53.19% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, assuming the current shareholding remains the same, the interest held by Mr. Qian and his controlled corporations would be increased to approximately 32.47% and the aggregate interest held by the Concert Group Shareholders would be increased to approximately 59.10%.

In the opinion of the Directors, on the basis of the current shareholding of the Concert Group Shareholders in the Company, an exercise of the Repurchase Mandate in full will result in Mr. Qian and his controlled corporations becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate. However, the Board has no intention to exercise the Repurchase Mandate to such extent that would result in Mr. Qian and his controlled corporations having to become obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors also have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the previous six months.

9. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved at the Annual General Meeting and is exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person (as defined under the Listing Rules) of the Company 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.

Details of the Directors proposed to be re-elected at the Annual General Meeting are provided below.

(1) Professor Jin Xiaofeng (金曉峰教授) (“Professor Jin”)

Professor Jin, aged 54, was appointed as an independent non-executive Director on 23 August 2011. Professor Jin is currently the professor of the Faculty of Information Science and Electrical Engineering, Zhejiang University (浙江大學). From September 2013 to August 2019, Professor Jin was an independent director of Jiangsu Zhongli Group Co., Ltd (江蘇中利集團股份有限公司) (stock code: 002309), a company with shares listed on the Shenzhen Stock Exchange. In February 2007, he was appointed as a doctoral supervisor in the Zhejiang University. Between January 2004 and February 2006, Professor Jin worked in Hengtong Group Technology Center (亨通集團技術中心). In July 2005, Professor Jin was appointed as a member of the first Technical Committee of the Optical Transmission Engineering and Technology Center of Jiangsu Province (江蘇省光電傳輸工程技術研究中心第一屆技術委員會). During the period from October 2000 to 2003, Professor Jin worked in Oplink Communications Inc., LightMatix Inc. and Agiltron Inc in the U.S.

Professor Jin obtained a bachelor’s degree from the Department of Photoelectronics of Huazhong University of Science and Technology (華中科技大學) in July 1990. Professor Jin obtained a master’s degree from China Ship Research & Development Academy (中國艦船研究院) in May 1993 and his Doctor degree in engineering from Zhejiang University in September 1996. From December 1996 to April 2000, Professor Jin was engaged in teaching and research work in the Faculty of Information Science and Electrical Engineering at Zhejiang University. He was appointed as an Associate Professor of Zhejiang University in December 1999 and was appointed as a professor in December 2006.

Professor Jin was first appointed to the Board in 2011. Notwithstanding that Professor Jin has served the Board for more than 9 years, the Board is of the view that this does not and would not affect the exercise of his independent judgement as he has been providing objective views and independent opinions to the Company over the years, and is satisfied that Professor Jin is a person of integrity and independent in character and judgement. Professor Jin has confirmed that he met the independence guidelines set out in Rule 3.13 of the Listing Rules. Further, Professor Jin is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgement, and has shown devotion and commitment to the Board that he is able to devote sufficient time and attention to the Company’s affairs. Consequently, the Board considers him to be independent and recommends the re-election of Professor Jin as an independent non-executive Director, in particular because of his experience and contribution to the Board.

As at the Latest Practicable Date, save as mentioned above, Professor Jin (i) has not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other major appointments or professional qualifications; and (ii) has not held any other positions with the Company or other members of the Group. As at the Latest Practicable Date, Professor Jin does not have any relationships with any Directors, senior management, substantial

shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at the Latest Practicable Date, Professor Jin is not interested in any Shares of the Company within the meaning of Part XV of SFO.

The Company and Professor Jin have entered into an appointment letter for a fixed term of three years from 23 August 2020. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Professor Jin is entitled to a director's fee of HK\$90,000 per annum, which was determined with reference to his responsibilities, the Company's remuneration policy and the market conditions. Save for director's fees granted to him, he is not expected to receive any other remuneration for holding his office as an independent non-executive Director.

Save as disclosed above, the Company is not aware of any other matters that it considers necessary to be brought to the attention of the Shareholders in relation to the re-election of Professor Jin and there is no information which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

(2) Mr. Chan Fan Shing (陳帆城先生) (“Mr. Chan”)

Mr. Chan, aged 46, was appointed as an independent non-executive Director on 30 September 2018. Mr. Chan has extensive experience in auditing, accounting and financial management. From October 2018 to August 2020, Mr. Chan was an executive director of Tycoon Group Holdings Limited (stock code: 3390), a company the shares of which are listed on the Main Board of the Stock Exchange since April 2020. From September 2009 to March 2016, Mr. Chan was the company secretary, financial controller and authorised representative of CPMC Holdings Limited (stock code: 906), a leading manufacturer in the PRC packaging industry, the shares of which are listed on the Main Board of the Stock Exchange and a subsidiary of COFCO Corporation (中糧集團), a PRC state-owned conglomerate and a Fortune 500 company. Prior to that, Mr. Chan has been working as senior management in Hong Kong listed companies and international audit firms as auditor. Mr. Chan is an independent non-executive director of (i) Joy City Property Limited (stock code: 207) since February 2020, a company the shares of which are listed on the Main Board of the Stock Exchange; and (ii) Gaush Meditech Ltd (stock code: 2407) since December 2022, a company the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Chan obtained a degree of Bachelor of Arts in Business Accounting from University of Glamorgan (currently known as University of South Wales), United Kingdom in June 1999 and a degree of Master of Professional Accounting from The Hong Kong Polytechnic University in October 2008. He is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the CPA Australia.

As at Latest Practicable Date, save as mentioned above, Mr. Chan (i) has not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other major appointments or professional qualifications; and (ii) has not held any other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Chan does not have any relationships with any Directors, senior management, substantial shareholders or controlling

shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Chan is not interested in any Shares of the Company within the meaning of Part XV of SFO.

The Company and Mr. Chan have entered into an appointment letter for a fixed term of three years from 30 September 2021. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Mr. Chan is entitled to a director's fee of HK\$150,000 per annum, which was determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions. Save for director's fees granted to him, he is not expected to receive any other remuneration for holding his office as an independent non-executive Director.

Save as disclosed above, the Company is not aware of any other matters that it considers necessary to be brought to the attention of the Shareholders in relation to the re-election of Mr. Chan and there is no information which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

(3) Mr. Zhang Dongjie (張冬杰先生) (“Mr. Zhang”)

Mr. Zhang (former name: Zhang Donghui), aged 49, was appointed as a non-executive Director on 9 January 2023. Mr. Zhang has extensive financial and management experience in corporations and enterprises and previously worked in various PRC companies and Hong Kong listed company. Mr. Zhang is currently a deputy general manager of Shenzhen Eternal Asia Supply Chain Management Ltd.* (深圳市怡亞通供應鏈股份有限公司) (stock code: 002183) (“**Eternal Asia**”), a joint stock company established in the People's Republic of China with limited liability whose shares are listed on the Shenzhen Stock Exchange and the holding company of Eternal Asia (HK) Limited, which owns approximately 16.35% of the issued share capital of the Company as at the date of this circular. Prior to joining Eternal Asia in January 2020, from September 2013 to February 2020, Mr. Zhang was a director of Shenzhen Leaguer Co., Ltd.* (深圳市力合科創股份有限公司) (formerly known as Shenzhen Beauty Star Co., Ltd.* (深圳市通產麗星股份有限公司)), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002243). Mr. Zhang is a non-executive director of VSTEC Holdings Limited (stock code: 856) since January 2023, a company the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Zhang obtained a professional qualification as senior accountant in the People's Republic of China in January 2005 and obtained a degree of master of economics from Xiamen University in June 2005.

As at Latest Practicable Date, save as mentioned above, Mr. Zhang (i) has not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other major appointments or professional qualifications; and (ii) has not held any other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Zhang does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Zhang is not interested in any Shares of the Company within the meaning of Part XV of SFO.

The Company and Mr. Zhang have entered into an appointment letter for a fixed term of three years from 9 January 2023. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Mr. Zhang is entitled to a director's fee of HK\$120,000 per annum, which was determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions. Save for director's fees granted to him, he is not expected to receive any other remuneration for holding his office as a non-executive Director.

Save as disclosed above, the Company is not aware of any other matters that it considers necessary to be brought to the attention of the Shareholders in relation to the re-election of Mr. Zhang and there is no information which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

(4) Mr. Zhao Huanqi (“Mr. Zhao”)

Mr. Zhao Huanqi, aged 51, was appointed as an independent non-executive Director on 28 March 2023. Mr. Zhao has extensive experience in the auditing, accounting and financial industry. Mr. Zhao is currently a partner of Da Hua Certified Public Accountants LLP* (大華會計師事務所(特殊普通合夥)) since April 2020 and prior to that, Mr. Zhao has been a partner in an international accounting firm and has worked in company and accounting firm. From October 2014 to January 2021, Mr. Zhao served as an independent director at Suzhou Yangtze New Materials Co., Ltd.* (蘇州揚子江新型材料股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002652). From March 2017 to February 2021, he served as an independent director at Boya Bio-pharmaceutical Group Co., Ltd* (博雅生物製藥集團股份有限公司) (now known as China Resources Boya Biopharmaceutical Group Co., Ltd* (華潤博雅生物製藥集團股份有限公司)), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 300294). From December 2018 to December 2021, he served as an independent director at Jiangsu Baichuan High-Tech New Materials Co., Ltd* (江蘇百川高科新材料股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002455).

Mr. Zhao graduated from the faculty of auditing majoring in auditing at Nanjing Audit Institute* (南京審計學院) (now known as Nanjing Audit University (南京審計大學)) in July 1993, and obtained a degree of master of professional accountancy from The Chinese University of Hong Kong in December 2008. Mr. Zhao obtained the professional qualifications in the People's Republic of China as a certified public accountant in October 1998, an intermediate accountant in May 1999, a certified tax agent in September 2000, and a certified public valuer in May 2002.

As at the Latest Practicable Date, save as mentioned above, Mr. Zhao (i) has not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other major appointments or professional qualifications; and (ii) has not held any other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Zhao does not have any relationships with any Directors, senior management or substantial or controlling

shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Zhao is not interested in any shares of the Company within the meaning of Part XV of the SFO.

The Company and Mr. Zhao have entered into an appointment letter for a fixed term of three years from 28 March 2023. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Mr. Zhao is entitled to a director's fee of HK\$90,000 per annum, which was determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions. Save for director's fees granted to him, he is not expected to receive any other remuneration for holding his office as an independent non-executive Director.

Save as disclosed above, the Company is not aware of any other matters that it considers necessary to be brought to the attention of the Shareholders in relation to the re-election of Mr. Zhao and there is no information which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



TRIGIANT
— 俊知集團 —

TRIGIANT GROUP LIMITED

俊知集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1300)

NOTICE OF ANNUAL GENERAL MEETING

No souvenirs or gifts will be distributed and no refreshments or drinks will be served at the Annual General Meeting.

NOTICE IS HEREBY GIVEN that an annual general meeting (“**Meeting**”) of Trigiant Group Limited (“**Company**”) will be held at 9:30 a.m. on Monday, 15 May 2023 at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong:

To consider and, if thought fit, transact the following ordinary businesses:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors (“**Directors**”) of the Company and the auditor of the Company for the year ended 31 December 2022;
- 2a. to re-elect Professor Jin Xiaofeng as an independent non-executive Director;
- 2b. to re-elect Mr. Chan Fan Shing as an independent non-executive Director;
- 2c. to re-elect Mr. Zhang Dongjie as a non-executive Director;
- 2d. to re-elect Mr. Zhao Huanqi as an independent non-executive Director; and
- 2e. to authorise the board (“**Board**”) of Directors to fix the remuneration of the Directors;
3. to re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration; and
4. to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares (“**Shares**”) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which may require the exercise of such powers after the expiry of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted from time to time by the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares 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 shall not exceed the aggregate of:
 - (aa) 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares in issue purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue on the date of the passing of this resolution),and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(e) 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, the Companies Act of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or
- (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 by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to shareholders of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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, or in any territory outside Hong Kong, or the expense or delay that may be incurred in the determination of any such restrictions or obligations).”

(B) “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for this purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act of the Cayman Islands (“**Companies Act**”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the authority granted pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
 - (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act or any other applicable law of the Cayman Islands to be held; or
 - (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 by this resolution.”
- (C) “**THAT** conditional on the passing of resolutions numbered 4(A) and 4(B) above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4(A) above be and is hereby extended by the addition to the total number of Shares which may be allotted, issued or dealt with by the Directors pursuant to or in accordance with such mandate of an amount representing the total number of Shares in issue purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 4(B) above.”

On behalf of the Board
Trigiant Group Limited
Qian Lirong
Chairman

Hong Kong, 21 April 2023

Principal place of business in Hong Kong:

Room 1801, 18th Floor
Tai Tung Building
8 Fleming Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 9:30 a.m. on Saturday, 13 May 2023 (Hong Kong time) or not less than 48 hours before the time for holding any adjourned Meeting.
3. In order to ascertain the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 9 May 2023 to Monday, 15 May 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Monday, 8 May 2023 (Hong Kong time).
4. In relation to the proposed resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the securities of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular despatched to the shareholders of the Company on the date hereof.
5. All resolutions as set out in this notice to be put to vote at the Meeting will be decided by way of poll as required by the Listing Rules.
6. If a typhoon signal no. 8 or above is hoisted, or "extreme conditions" caused by a super typhoon or a black rainstorm warning signal is in force at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed or adjourned. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.trigiant.com.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date hereof, the board of Directors comprises the following members:

Executive Directors:

Mr. Qian Lirong
(Chairman and Group chief executive officer)
Mr. Qian Chenhui

Non-executive Director:

Mr. Zhang Dongjie

Independent non-executive Directors:

Professor Jin Xiaofeng
Mr. Chan Fan Shing
Mr. Zhao Huanqi

* *For identification purpose only*