



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)

**IN THE GRAND COURT OF THE CAYMAN ISLANDS FINANCIAL SERVICES
DIVISION CAUSE NO. FSD 234 OF 2023 IN THE MATTER OF SECTION 86 OF
THE COMPANIES ACT (2023 REVISION)**

**AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995
(AS REVISED)**

**AND IN THE MATTER OF TRIGIANT GROUP LIMITED
PINK FORM OF PROXY**

**FOR USE AT THE COURT MEETING CONVENED
AT THE DIRECTION OF THE GRAND COURT**

**TO BE HELD AT 10:00 A.M. (HONG KONG TIME) ON WEDNESDAY, 18 OCTOBER 2023
AT 10/F, RUTTONJEE HOUSE, RUTTONJEE CENTRE, 11 DUDELL STREET, CENTRAL,
HONG KONG (OR AT ANY ADJOURNMENT THEREOF)**

I/We (*note a*) _____
of _____

being the registered holder(s) of (*note b*) _____ shares of HK\$0.01 each
of TRIGIANT GROUP LIMITED (the “**Company**”), HEREBY APPOINT THE CHAIRMAN OF THE COURT
MEETING or (*note c*) _____

of _____

to act as my/our proxy to attend and act for me/us and on my/our behalf at the court meeting (the “**Court Meeting**”) convened at the direction of the Grand Court of the Cayman Islands to be held at 10:00 A.M. (Hong Kong time) on Wednesday, 18 October 2023 at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong or any adjournment thereof, for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement dated 22 September 2023 (the “**Scheme**”) between the Company and the Scheme Shareholders as referred to in the notice dated 22 September 2023 convening the Court Meeting (the “**Court Meeting Notice**”) and at such Court Meeting to vote for me/us and in my/our name(s) for the Scheme or against the Scheme (in either case with or without modification, as my/our proxy may approve) as hereunder indicated (*note d*), and if no such indication is given, as my/our proxy thinks fit.

Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Court Meeting Notice.

FOR the Scheme (<i>notes e, k</i>)	AGAINST the Scheme (<i>notes e, k</i>)

Dated this _____ day of _____ 2023

Shareholder’s Signature(s) _____ (*notes f, g, h, i, j*)

Notes:

- a) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- b) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c) A member entitled to attend and vote at the Court Meeting 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 the Court Meeting. A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Court Meeting as your proxy, please delete the words "THE CHAIRMAN OF THE COURT MEETING or" and insert the name and address of the person appointed as proxy in the space provided.
- d) If the form returned is duly signed but without specific direction on the proposed resolution(s), the proxy will vote or abstain at his/her discretion in respect of such resolution. A proxy will also be entitled to vote at his/her discretion on any other resolution(s) properly put to the Court Meeting.
- e) **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED "AGAINST the Scheme"**. Failure to complete either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any other resolution(s) properly put to the Court Meeting for which you have not indicated a vote, or abstain.
- f) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Court Meeting, the voting of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- g) This form of proxy must be signed in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- h) To be valid, this form of proxy 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, must be deposited at the offices 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 10:00 a.m. on Monday, 16 October 2023 (Hong Kong time) or not less than 48 hours before the time appointed for holding any adjourned Court Meeting.
- i) Any alteration made to this form should be initialled by the person who signed the form.
- j) Completion and return of this form will not preclude you from attending and voting in person at the Court Meeting or any adjourned Court Meeting if you so wish, and in such case, the authority of your proxy will be revoked.
- k) The full text of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme appears in the Scheme Document dated 22 September 2023.
- l) 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 Court Meeting, the Court Meeting will be postponed or adjourned in accordance with the articles of association of the Company. 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 the Shareholders of the date, time and place of the rescheduled meeting.
- m) Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting ("Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.