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TRIGIANT
— 俊知集團 —

Trigiant Investments Limited

(Incorporated in the British Virgin Islands with limited liability)

Trigiant Group Limited

俊知集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1300)

**JOINT ANNOUNCEMENT
DESPATCH OF SCHEME DOCUMENT IN RELATION TO
(1) PROPOSED PRIVATISATION OF TRIGIANT GROUP LIMITED BY
TRIGIANT INVESTMENTS LIMITED BY WAY OF
A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF
THE COMPANIES ACT OF THE CAYMAN ISLANDS
AND
(2) PROPOSED WITHDRAWAL OF LISTING OF
TRIGIANT GROUP LIMITED**

Reference is made to the (1) announcement jointly issued by Trigiant Group Limited (the “**Company**”) and Trigiant Investments Limited (the “**Offeror**”) dated 29 June 2023 (the “**Rule 3.5 Announcement**”) in relation to, among other things, the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under section 86 of the Companies Act of the Cayman Islands; (2) the announcement jointly issued by the Company and the Offeror dated 3 August 2023 in relation to the delay in despatch of the

Scheme Document; (3) the announcement jointly issued by the Company and the Offeror dated 31 August 2023 in relation to the monthly update on the status and progress in connection with the Proposal; and (4) the scheme document jointly issued by the Offeror and the Company dated 22 September 2023 in relation to, among other things, the Proposal and the Scheme (the “**Scheme Document**”).

Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Scheme Document.

DESPATCH OF SCHEME DOCUMENT

The Scheme Document together with the notices of the Court Meeting and the EGM to be held on Wednesday, 18 October 2023, the relevant proxy forms, the Election Form and the Account Holder Form have been despatched to the Shareholders on Friday, 22 September 2023. The Scheme Document contains, among other things, information on the Proposal and the Scheme, the expected timetable, the letter from the Board, the letter from the Independent Board Committee, the letter of advice from the Independent Financial Adviser to the Independent Board Committee, the explanatory memorandum of the Scheme, a letter from the financial adviser to the Offeror in respect of the estimates of value of the Holdco Shares, financial information relating to the Group and the Holdco, general information of the Group and the notices of the Court Meeting and the EGM.

RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, which comprises the independent non-executive Directors, namely Professor Jin Xiaofeng, Mr. Chan Fan Shing and Mr. Zhao Huanqi, has been established by the Board to make a recommendation to the Disinterested Scheme Shareholders in respect of the Proposal and the Scheme.

SBI China Capital Hong Kong Securities Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in relation to the Proposal.

The Independent Financial Adviser considers that the terms of the Proposal are fair and reasonable and accordingly advises the Independent Board Committee to recommend the Disinterested Scheme Shareholders to vote in favour of the relevant resolution(s) to approve and implement the Proposal and the Scheme.

The Independent Board Committee, having considered the terms of the Proposal and having taken into account of the advice of the Independent Financial Adviser, particularly, the reasons and recommendations set out in its letter, considers that the terms of the Proposal and the Scheme are fair and reasonable.

Shareholders are urged to carefully read the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in relation to the Proposal and the Scheme as set out in the letter from the Independent Board Committee and the letter from the Independent Financial Adviser as contained in the Scheme Document respectively.

COURT MEETING AND THE EGM

The Court Meeting is scheduled 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. In accordance with the direction of the Grant Court, the Court Meeting will be convened for the purpose of considering, if thought fit, approving, with or without modification, the Scheme. All Scheme Shareholders will be entitled to attend and vote, in person or by proxy, at the Court Meeting. However, only votes of the Disinterested Scheme Shareholders will be counted for the purpose of determining whether the requirements imposed by Rule 2.10 of the Takeovers Code as set out in the Scheme Document are satisfied in accordance with the Takeovers Code.

The EGM is scheduled to be held at 11:00 a.m. (Hong Kong time) on Wednesday, 18 October 2023 (or immediately after the conclusion or adjournment of the Court Meeting, whichever is later) at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without modification, (i) a special resolution to approve and give effect to the reduction of issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares; and (ii) an ordinary resolution to approve and give effect to the application of the credits created by the cancellation and extinguishment of the Scheme Shares to simultaneously restore the issued share capital of the Company to the amount prior to the cancellation and extinguishment of the Scheme Shares by allotting and issuing to the Holdco the same number of new Shares, credited as fully paid, as the number of Scheme Shares cancelled and extinguished. All Shareholders whose name appear in the register of members of the Company as at Meeting Record Date will be entitled to attend and vote in respect of the resolutions at the EGM. The Offeror and the Offeror Concert Parties have indicated that if the Scheme is approved at the Court Meeting, those Shares held by them will be voted in favour of the resolutions to be proposed at the EGM.

Notices of the Court Meeting and the EGM are set out in the Scheme Document.

An announcement will be made jointly by the Company and the Offeror in relation to the results of the Court Meeting and the EGM no later than 7:00 p.m. on Wednesday, 18 October 2023.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and the entitlements of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 10 October 2023 to Wednesday, 18 October 2023 (both days inclusive) and during such period, no transfer of Shares will be effected. In order to qualify to attend and vote at the Court Meeting and the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 9 October 2023.

CONDITIONS OF THE PROPOSAL

Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme is conditional upon the fulfillment or waiver, as applicable, of the Conditions as described in the section headed “Conditions of the Proposal and the Scheme” in Part VII — Explanatory Memorandum of the Scheme Document. All the Conditions will have to be fulfilled or waived, as applicable, on or before the Long Stop Date, failing which the Proposal and the Scheme will lapse.

Assuming that all of the Conditions are fulfilled or waived (as applicable), the Scheme will become effective on Wednesday, 6 December 2023 (Cayman Islands time). The Company will apply to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules immediately following the Scheme becoming effective. The listing of the Shares is expected to be withdrawn from the Stock Exchange with effect from 4:00 p.m. on Friday, 8 December 2023. Further announcements will be made in relation to the Court Meeting and the EGM and if all of the requisite resolutions are passed at those meetings, the results of the Court Hearing of the petition to sanction the Scheme, the Effective Date and the date of withdrawal of listing of the Shares or the Stock Exchange.

EXPECTED TIMETABLE

The timetable set out below is indicative only and is subject to change. Further announcement(s) will be made in the event that there is any change to the below timetable.

Hong Kong Time unless indicated otherwise

Date of despatch of the Scheme Document Friday, 22 September 2023

Latest time for lodging transfers of Shares in order to become a Shareholder entitled to attend and vote at the Court Meeting and/or the EGM 4:30 p.m. on Monday, 9 October 2023

Register of members of the Company closed for determination of entitlements of Scheme Shareholders to attend and vote at the Court Meeting and of the Shareholders to attend and vote at the EGM (*Note 1*)..... from Tuesday, 10 October 2023 to Wednesday, 18 October 2023 (both days inclusive)

Latest time for lodging forms of proxy in respect of (*Note 2*)

• Court Meeting 10:00 a.m. on Monday, 16 October 2023

• EGM..... 11:00 a.m. on Monday, 16 October 2023

Meeting Record Date..... Wednesday, 18 October 2023

Court Meeting (*Note 3*)..... 10:00 a.m. on Wednesday, 18 October 2023

EGM (*Note 3*) 11:00 a.m. on Wednesday, 18 October 2023
(or immediately after the conclusion or adjournment of the Court Meeting, whichever is later)

Announcement of the results of the Court Meeting and the EGM posted on the website of the Stock Exchange and the website of the Company..... no later than 7:00 p.m. on Wednesday, 18 October 2023

Expected last day for trading in the Shares on the Stock Exchange Friday, 20 October 2023

Latest time for lodging transfer of Shares in order to qualify for entitlements under the Scheme (*Note 4*)..... 4:30 p.m. on Friday, 10 November 2023

Register of members of the Company closed for determining Scheme Shareholders qualified for entitlements under the Scheme (*Note 5*)..... from Monday, 13 November 2023 onwards

Scheme Record Date Monday, 13 November 2023

Court hearing of the petition to sanction the Scheme
and to confirm the reduction of the share capital
of the Company involved in the Scheme..... Wednesday, 29 November 2023
(Cayman Islands time)

Announcement of the results of the court hearing of
the petition to sanction the Scheme and to confirm
the reduction of the share capital of the Company
involved in the Scheme, the expected Effective Date
and the expected date of withdrawal of listing of
Shares on the Stock Exchange at or before 8:30 a.m. on
Thursday, 30 November 2023

Election Time (being latest time for lodging
the Election Form for election of the
Cash Alternative or the Share Alternative or
a combination of both) and the latest time
for lodging the Account Holder Form (*Note 6*) 4:30 p.m. on
Thursday, 30 November 2023

Effective Date (*Note 7*)..... Wednesday, 6 December 2023
(Cayman Islands time)

Announcement of the Effective Date,
the withdrawal of the listing of the Shares
on the Stock Exchange at or before 8:30 a.m. on
Thursday, 7 December 2023

Expected withdrawal of the listing of Shares on
the Stock Exchange becoming effective..... 4:00 p.m.
on Friday, 8 December 2023

Latest time to despatch cheques for cash
entitlements and share certificates for share
entitlement under the Scheme (*Note 8*)..... on or before Friday, 15 December 2023

Notes:

1. The register of members of the Company will be closed during such period for the purpose of determining entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and of the Shareholders to attend and vote at the EGM. For the avoidance of doubt, this period of closure is not for determining entitlements under the Scheme.

2. The **pink** form of proxy in respect of the Court Meeting and the **white** form of proxy in respect of the EGM should be completed and signed in accordance with the instructions respectively printed thereon and should be lodged at the Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by the times and dates stated above. The **pink** form of proxy for use at the Court Meeting should be lodged no later than 48 hours before the time appointed for holding the Court Meeting or any adjournment hereof although it may be handed to the chairman of the Court Meeting at the Court Meeting (who shall have absolute discretion as to whether or not to accept it). The **white** form of proxy for use at the EGM must be lodged no later than 48 hours before the time appointed for holding the EGM or any adjournment thereof in order to be accepted. The completion and return of a form of proxy for the Court Meeting and/or the EGM will not preclude a Scheme Shareholder or Shareholder (as the case may be) from attending and voting in person at the relevant meetings or any adjournment thereof if he so wishes. In the event that the Scheme Shareholder or Shareholder (as the case may be) attends and votes at the relevant meeting or any adjournment thereof after having lodged his form of proxy, the returned form of proxy will be deemed to have been revoked.
3. For further details relating to the Court Meeting and the EGM, please see the notice of Court Meeting set out in Appendix VII to the Scheme Document and the notice of the EGM set out in Appendix VIII to the Scheme Document. 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 and the EGM, the Court Meeting and the EGM 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 meetings.
4. Transfer of Shares will not be allowed after 4:30 p.m. on Friday, 10 November 2023. Scheme Shareholders should hold their entire holdings in the Scheme Shares, regardless of their election as to the Cash Alternative or the Share Alternative or a combination of both, until the Effective Date (i.e. 6 December 2023).
5. The register of members of the Company will be closed during such period for the purpose of determining Scheme Shareholders who are qualified for entitlements under the Scheme.
6. The Election Form, duly completed in accordance with the instructions thereon, must be lodged with the Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than the time and date stated above (or such later time and/or date as may be notified through announcement(s)), failing which an Election Form shall not be treated as valid and such Scheme Shareholders purporting to make the election shall not, for any purpose, be entitled to receive the Share Alternative but shall instead receive the Cash Alternative if the Scheme becomes effective. Any election of Share Alternative by a Scheme Shareholder should also be accompanied by such KYC Documents as set out in the Scheme Document or such additional evidence or documents as may be required by the Holdco, failing which such election shall not be valid and the Scheme Shareholder will instead receive the Cash Alternative if the Scheme becomes effective.
7. When all the Conditions set out in the paragraph headed “Conditions of the Proposal and the Scheme” in Part VII — Explanatory Memorandum of the Scheme Document have been fulfilled or (to the extent permitted) waived (as the case may be), the Court Orders may be delivered to the Registrar of Companies in the Cayman Islands for registration at which point the Scheme will become effective and binding on the Company and all of the Scheme Shareholders.

8. Cheques for the cash entitlement in respect of the Cash Alternative or physical share certificates for Holdco Shares in respect of the Share Alternative will be sent within seven (7) Business Days of the Effective Date by ordinary post in postage pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses or, in the case of joint holders, to the registered address of that joint holder whose name stands first in such registers in respect of the joint holding. All such cheques or share certificates will be posted at the risk of the person(s) entitled thereto and none of the Holdco, the Offeror, the Company, First Shanghai Capital, the Independent Financial Adviser, the Share Registrar and their respective directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal will be responsible for any loss or delay in despatch.

By Order of the board of directors of

Trigiant Investments Limited

Qian Lirong

Director

By Order of the Board of

Trigiant Group Limited

Qian Chenhui

Executive Director

WARNING: Shareholders and potential investors of the Company should be aware that the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and potential investors of the Company should therefore exercise caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

Hong Kong, 22 September 2023

As at the date of this joint announcement, the sole director of the Offeror is Mr. Qian Lirong.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the Board 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

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror in his capacity as the director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

** For identification purposes only*