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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

- (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**
- (2) PROPOSED WITHDRAWAL OF LISTING OF TRIGIANT GROUP LIMITED**
- (3) RESULTS OF COURT MEETING AND EGM**
- AND**
- (4) LAPSE OF THE PROPOSAL**

RESULTS OF COURT MEETING AND EGM

On Wednesday, 18 October 2023, the resolution to approve the Scheme was not approved by the Scheme Shareholders at the Court Meeting.

On Wednesday, 18 October 2023, (i) the 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) the 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 Shares, credited as fully paid, as the number of Scheme Shares cancelled and extinguished, were duly approved at the EGM.

As the Scheme was not approved at the Court Meeting, the resolutions passed at the EGM will not take effect.

LAPSE OF THE PROPOSAL AND THE SCHEME

As (1) the Scheme was not approved by the Scheme Shareholders representing no less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting; and (2) the number of votes cast (by way of poll) by the Disinterested Scheme Shareholders present and voting either in person or by proxy against the resolution to approve the Scheme at the Court Meeting was more than 10% of the votes attaching to all the Scheme Shares held by all the Disinterested Scheme Shareholders at the Court Meeting, (i) the Proposal has lapsed and will not be implemented; (ii) the Scheme will not become binding and effective; (iii) the listing of the Shares on the Stock Exchange will not be withdrawn; and (iv) the register of members of the Company will not be closed from Monday, 13 November 2023 onwards for determining the entitlements of the Scheme Shareholders under the Scheme.

Pursuant to Rule 31.1 of the Takeovers Code, neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date of this joint announcement, announce an offer or possible offer for the Company, except with the consent of the Executive.

None of the events indicated in the expected timetable set out in the Scheme Document in relation to the Proposal and the Scheme will take place from the date of this joint announcement.

INTRODUCTION

Reference is made to the scheme document jointly issued by Trigiant Investments Limited (the “**Offeror**”) and Trigiant Group Limited (the “**Company**”) dated 22 September 2023, in relation to, among other things, the Proposal and the Scheme (the “**Scheme Document**”). Unless otherwise defined, capitalized terms used in this joint announcement shall have the same meanings as those defined in the Scheme Document.

RESULTS OF THE COURT MEETING

The Court Meeting was held at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong, on Wednesday, 18 October 2023 at 10:00 a.m. (Hong Kong time). Scheme Shareholders who were present either in person or by proxy were entitled to vote in respect of all of their Scheme Shares. In compliance with both section 86 of the Companies Act and Rule 2.10 of the Takeovers Code, the approval required to be obtained at the Court Meeting in respect of the Scheme would be regarded as obtained if:

- (1) the Scheme was approved (by way of poll) by the Scheme Shareholders representing no less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting;
- (2) the Scheme was approved (by way of poll) by the Disinterested Scheme Shareholders holding at least 75% in value of the Scheme Shares, present and voting either in person or by proxy at the Court Meeting; and
- (3) the number of votes cast (by way of poll) by the Disinterested Scheme Shareholders present and voting either in person or by proxy against the resolution to approve the Scheme at the Court Meeting was not more than 10% of the votes attaching to all the Scheme Shares held by all the Disinterested Scheme Shareholders.

The poll results in respect of the resolution to approve the Scheme at the Court Meeting were as follows:

Court Meeting	Number of votes cast in person or by proxy		
	Total	For	Against
Number of Scheme Shares held by the Scheme Shareholders who were present and voting either in person or by proxy (Approximate %) (Note 1)	473,852,184 (100%)	339,992,128 (71.7507%)	133,860,056 (28.2493%)
Number of votes attaching to the Scheme Shares held by Disinterested Scheme Shareholders that were voted (Approximate %) (Note 1)	473,852,184 (100.00%)	339,992,128 (71.7507%)	133,860,056 (28.2493%)
Approximate percentage of: (i) the number of votes cast by Disinterested Scheme Shareholders against the Scheme over (ii) the number of votes attaching to all the Scheme Shares held by the Disinterested Scheme Shareholders (being 742,510,000 Shares) (Note 1)			18.0280%

Notes:

1. The percentage figures are rounded to four decimal places.

Accordingly, the resolution proposed at the Court Meeting to approve the Scheme was not passed in accordance with the requirements of section 86 of the Companies Act and Rule 2.10 of the Takeovers Code.

As at the date of the Court Meeting (1) the total number of Shares in issue was 1,791,500,000 Shares; (2) the total number of Scheme Shares was 1,267,978,250 Shares; (3) the total number of Scheme Shares entitled to be voted at the Court Meeting in respect of the Scheme for the purpose of section 86 of the Companies Act was 1,267,978,250 Shares, representing approximately 70.8% of the issued share capital of the Company; and (4) the total number of Scheme Shares held by Disinterested Scheme Shareholder entitled to vote at the Court Meeting in respect of the Scheme for the purpose of Rule 2.10 of the Takeovers Code was 742,510,000 Shares, representing approximately 41.4% of the issued share capital of the Company.

As at the date of the Court Meeting (being the date of this joint announcement), the Offeror and the Offeror Concert Parties in aggregate owned 1,048,990,000 Shares, representing approximately 58.55% of the issued share capital of the Company, out of which 525,468,250 Shares were owned by the Offeror Concert Parties and formed part of the Scheme Shares as disclosed in the Scheme Document. The Offeror and the Offeror Concert Parties abstained from voting. Such Shares were therefore not voted at the Court Meeting. Such Shares were also not counted towards the number of Scheme Shares voted by the Disinterested Scheme Shareholders for the purpose of Rule 2.10 of the Takeovers Code.

It was stated in the Scheme Document that the Offeror and the Offeror Concert Parties will abstain from voting. Other than as disclosed, no Scheme Shareholder was required to abstain from voting on the Scheme at the Court Meeting in accordance with the Takeovers Code or the Listing Rules (including Rule 13.40 of the Listing Rules) nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting on or voting against the Scheme at the Court Meeting.

Tricor Investor Services Limited, being the branch share registrar of the Company in Hong Kong, acted as the scrutineer for vote-taking at the Court Meeting.

All Directors (except Mr. Qian Lirong) attended the Court Meeting, which was chaired by Mr. Chan Fan Shing, an independent non-executive Director. Mr. Qian Lirong was unable to attend the Court Meeting due to other important business commitment.

RESULTS OF THE EGM

The EGM was held immediately at 11:00 a.m. on Wednesday, 18 October 2023 at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong.

The poll results in respect of the resolutions to approve the Scheme at the EGM were as follows:

EGM	Number of votes cast in person or by proxy		
	Total	For	Against
Special resolution (Note 1)			
To approve and give effect to the reduction of issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares (Approximate %) (Note 2)	1,515,310,246 (100%)	1,388,992,100 (91.66%)	126,318,146 (8.34%)
Ordinary resolution (Note 1)			
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 Shares, credited as fully paid, as the number of Scheme Shares cancelled and extinguished (Approximate %) (Note 2)	1,515,310,246 (100%)	1,388,992,100 (91.66%)	126,318,146 (8.34%)

Notes:

1. The full text of the respective resolutions is set out in the notice of the EGM, which is included in the Scheme Document despatched to the Shareholders.
2. The percentage figures are rounded to two decimal places.

Accordingly, at the EGM:

- (1) the special resolution proposed at the EGM was duly passed by a majority of not less than 75% of the votes cast by the Shareholders present and voting (either in person or by proxy) at the EGM; and
- (2) the ordinary resolution proposed at the EGM was duly passed by more than 50% of the votes cast by the Shareholders present and voting (either in person or by proxy) at the EGM.

As the Scheme was not approved at the Court Meeting, the resolutions passed at the EGM will not take effect.

The total number of Shares entitling the holders to attend and vote for or against the special resolution and the ordinary resolution either in person or by proxy was 1,791,500,000 Shares, representing 100% of the issued share capital of the Company. No Shareholder was required to abstain from voting on the resolutions at the EGM in accordance with the Takeovers Code or the Listing Rules nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting on or voting against the resolutions at the EGM.

Tricor Investor Services Limited, being the branch share registrar of the Company in Hong Kong, acted as the scrutineer for vote-taking at the EGM.

All Directors (except Mr. Qian Lirong) attended the EGM, which was chaired by Mr. Chan Fan Shing, an independent non-executive Director. Mr. Qian Lirong was unable to attend the EGM due to other important business commitment.

LAPSE OF THE PROPOSAL AND THE SCHEME

As (1) the Scheme was not approved by the Scheme Shareholders representing no less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting; and (2) the number of votes cast (by way of poll) by the Disinterested Scheme Shareholders present and voting either in person or by proxy against the resolution to approve the Scheme at the Court Meeting was more than 10% of the votes attaching to all the Scheme Shares held by all the Disinterested Scheme Shareholders at the Court Meeting, (i) the Proposal has lapsed and will not be implemented; (ii) the Scheme will not become binding and effective; (iii) the listing of the Shares on the Stock Exchange will not be withdrawn; and (iv) the register of members of the Company will not be closed from Monday, 13 November 2023 onwards for determining the entitlements of the Scheme Shareholders under the Scheme.

Pursuant to Rule 31.1 of the Takeovers Code, neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date of this joint announcement, announce an offer or possible offer for the Company, except with the consent of the Executive.

None of the events indicated in the expected timetable set out in the Scheme Document in relation to the Proposal and the Scheme will take place from the date of this joint announcement.

GENERAL

As at 29 June 2023 (being the Announcement Date), the total number of Shares held or beneficially owned by the Offeror and the Offeror Concert Parties was 1,048,990,000 Shares, representing approximately 58.55% of the issued share capital of the Company. As at the date of this joint announcement, the total number of Shares held or beneficially owned by the Offeror and the Offeror Concert Parties was 1,048,990,000 Shares, representing approximately 58.55% of the issued share capital of the Company.

Neither the Offeror nor any of the Offeror Concert Parties had acquired or agreed to acquire any Shares or any convertible securities, warrants, options or derivatives in respect of the Shares during the offer period.

As at the date of this joint announcement, neither the Offeror nor any of the Offeror Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Hong Kong, 18 October 2023

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

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