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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)**

**IN THE GRAND COURT OF THE CAYMAN  
ISLANDS FINANCIAL SERVICES DIVISION**

Cause No. FSD 234 of 2023

**IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES ACT  
(2023 REVISION) AND IN THE MATTER OF ORDER 102 OF  
THE GRAND COURT RULES 1995 AND IN THE MATTER OF  
TRIGIANT GROUP LIMITED**

**NOTICE OF COURT MEETING**

**NOTICE IS HEREBY GIVEN** that, by an order dated 13 September 2023 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Grand Court**”) has directed a meeting of the Scheme Shareholders (as defined in the Scheme, as further defined below) (the “**Court Meeting**”) to be convened for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholders and that the Court Meeting will be held at 10:00 a.m. on Wednesday, 18 October 2023 at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong at which all Scheme Shareholders are invited to attend.

\* *For identification purpose only*

A copy of the Scheme and a copy of the explanatory memorandum (the “**Explanatory Memorandum**”) explaining the effect of the Scheme are incorporated in the composite scheme document of which this notice forms part (the “**Scheme Document**”), which has been despatched to the Scheme Shareholders. A copy of the Scheme Document can also be obtained by any person entitled to attend the Court Meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) from the Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Any Scheme Shareholders entitled to attend and vote at the Court Meeting may attend and vote in person at the Court Meeting or he/she may appoint another person, whether a member of the Company or not, as his/her proxy to attend and vote in his/her stead. A Scheme Shareholder who is the holder of two or more Scheme Shares may appoint more than one proxy to represent him/her. If more than one proxy is appointed, the number of Scheme Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy. A pink form of proxy for use at the Court Meeting is enclosed with the Scheme Document.

In the case of joint holders of a Scheme Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Scheme Share. In the case of a Scheme Shareholder which is a corporation, such corporate Scheme Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the Court Meeting and exercise the same powers on behalf of the corporate Scheme Shareholder as if the corporate Scheme Shareholder was an individual Scheme Shareholder of the Company.

It is requested that the pink form of proxy, together with the letter or power of attorney or other authority (if any) under which they are signed or a certified copy thereof (in the case of a corporation either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same), be lodged at the Share Registrar as stated above no later than 48 hours before the time appointed for holding the Court Meeting or any adjournment thereof 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).

Completion and return of the form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting or any adjournment thereof. In the event that a Scheme Shareholder attends and votes at the Court Meeting or any adjournment thereof after having lodged his/her form of proxy, his/her form of proxy shall be deemed to have been revoked.

For the purpose of determining the entitlements of Scheme Shareholders to attend and vote at the Court Meeting, the register of members of the Company will be closed from Tuesday, 10 October 2023 to Wednesday, 18 October 2023, and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar as stated above before 4:30 p.m. on Monday, 9 October 2023.

By the Order, the Court has appointed Mr. Chan Fan Shing, an independent non-executive Director, or failing him Mr. Zhao Huanqi, an independent non-executive Director, or failing whom any other director of the Company as at the date of the Court Meeting, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court. In the event that a director of the Company (other than Mr. Chan Fan Shing and Mr. Zhao Huanqi) is to act as the chairman of the Court Meeting, such director of the Company shall not be a person considered to be acting in concert with the Offeror.

The Scheme will be subject to the subsequent sanction of the Court as set out in the Explanatory Memorandum contained in the Scheme Document.

By Order of the Court  
**Trigiant Group Limited**

Dated 22 September 2023

*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

*Headquarter and principal place of business in the People's Republic of China:*

No. 1 Junzhi Road  
Industrial Park for Environmental Protection  
Science and Technology  
Yixing City  
Jiangsu Province  
PRC

- (i) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the composite scheme document of the Company dated 22 September 2023 of which this notice forms part (the “**Scheme Document**”) shall have the same meanings when used in this notice.
- (ii) Voting at the Court Meeting will be taken by way of a poll.
- (iii) A Scheme Shareholder entitled to attend and vote at the Court Meeting convened by this notice shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A Scheme Shareholder who is the holder of two or more Scheme 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.
- (iv) A pink form of proxy for use at the Court Meeting (the “**Form of Proxy**”) is enclosed with the Scheme Document.
- (v) 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 (the “**Share Registrar**”) at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 10:00 a.m. on Monday, 16 October 2023 or not less than 48 hours before the time for holding any adjourned meeting but if the Form of Proxy is not so lodged, they may be handed to the chairman of the Court Meeting at the Court Meeting before the taking of the poll and the chairman of the Court Meeting should have absolute discretion whether or not to accept them.

- (vi) Completion and return of the pink form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting or any adjournment thereof. In the event that a Scheme Shareholder attends and votes at the Court Meeting after having lodged his/her form of proxy, his/her form of proxy deemed to be revoked.
- (vii) In the case of joint holders of a Scheme Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Scheme Share.
- (viii) In order to ascertain the entitlement to attend and vote at the Court Meeting, 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 registered. In order to qualify for the entitlement to attend and vote at the Court Meeting, all transfer of shares 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 by 4:30 p.m. on Monday, 9 October 2023.
- (ix) 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](http://www.hkexnews.hk)) and the website of the Company ([www.trigiant.com.hk](http://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 Director:*

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