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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Trigiant Group Limited (the “**Company**”) will be held at 11:00 a.m. on Wednesday, 18 October 2023 (or immediately after the conclusion of the meeting of the holders of the Scheme Shares (as defined in the Scheme referred to below) convened at the direction of the Grand Court of the Cayman Islands for the same day and place, 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, the resolutions set out below:

### **SPECIAL RESOLUTION**

**“THAT:**

- (A) pursuant to the scheme of arrangement dated 22 September 2023 (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Scheme) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of Cayman Islands, on the Effective Date (as defined in the Scheme), the issued shares in the share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme); and

\* *For identification purpose only*

(B) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him to be necessary or desirable in connection with the implementation of the Scheme and the reduction of the number of issued shares in the share capital of the Company pursuant to the Scheme, including (without limitation) giving consent to any modification of, or addition to, the Scheme or the reduction of the number of issued shares in the issued share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”

### **ORDINARY RESOLUTION**

**“THAT:**

- (A) subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares, the number of issued shares in the share capital of the Company be restored to its former amount by allotting and issuing to Pure Success Enterprises Limited, the same number of new shares of the Company (the “**Shares**”), credited as fully paid, as the number of Scheme Shares cancelled and extinguished;
- (B) the credits arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme Shares shall be applied in paying up in full at par the new Shares so issued, credited as fully paid, to Pure Success Enterprises Limited, and any one of the directors of the Company be and is hereby authorised to allot and issue the same accordingly;
- (C) any one of the directors of the Company be and is hereby authorised to do all such acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme and the restoration of capital pursuant to the Scheme; and
- (D) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the Shares.”

On behalf of the Board  
**Trigiant Group Limited**  
**Qian Lirong**  
*Chairman*

Hong Kong, 22 September 2023

*Principal place of business in Hong Kong:*

Room 1801, 18th Floor

Tai Tung Building

8 Fleming Road

Wanchai

Hong Kong

*Notes:*

- (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 EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Hong Kong Code on Takeovers and Mergers, and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (iii) A member entitled to attend and vote at the EGM 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 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 EGM. A proxy need not be a member of the Company.
- (iv) A white form of proxy for use at the EGM (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 11:00 a.m. on Monday, 16 October 2023 or not less than 48 hours before the time for holding any adjourned meeting.
- (vi) Completion and return of the white form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof. In the event that a member attends and votes at the EGM 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 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 Share.
- (viii) In order to ascertain the entitlement 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 registered. In order to qualify for the entitlement to attend and vote at the EGM, 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 EGM, 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](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