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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Trigiant Group Limited (“Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (“**Annual General Meeting**”) to be held at 9:30 a.m. on Monday, 18 May 2020 at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wan Chai, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular.

To ascertain the shareholders’ entitlements to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 12 May 2020 to Monday, 18 May 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Annual General Meeting, all transfer of shares accompanied by the relevant shares certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 4:30 p.m. on Monday, 11 May 2020 (Hong Kong time).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 9:30 a.m. on Saturday, 16 May 2020 (Hong Kong time) or not less than 48 hours before the time appointed for holding any adjourned Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 9:30 a.m. on Monday, 18 May, the notice of which is set out on pages AGM-1 to AGM-5 of this circular and any adjournment thereof
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Trigiant Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing the relevant resolution as set out in resolution numbered 4(A) in the notice convening the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$” and “HK cent”	Hong Kong dollars and Hong Kong cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	6 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares which shall not exceed 10% of the total number of the Shares in issue as at the date of passing the relevant resolution as set out in resolution numbered 4(B) in the notice convening the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Qian Lirong (*Chairman and
Group chief executive officer*)
Mr. Qian Chenhui

Non-executive Director:

Mr. Xia Bin

Independent non-executive Directors:

Professor Jin Xiaofeng
Mr. Chan Fan Shing
Mr. Chen Gang

Alternate director to Mr. Qian Lirong:

Ms. Qian Liqian

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman

*Principal place of business
in Hong Kong:*

Room 1801, 18th Floor
Tai Tung Building
8 Fleming Road
Wanchai
Hong Kong

14 April 2020

To the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. At the Annual General Meeting, resolutions relating to, among other matters, (i) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of Directors will be proposed.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The general mandate granted to the Directors to allot and issue and deal with the unissued Shares and the general mandate granted to the Directors to repurchase Shares at the annual general meeting of the Company held on 20 May 2019 will expire at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve the grant of new general mandates to the Directors:

- (a) the General Mandate — a general and unconditional mandate to allot, issue and deal with Shares of up to a maximum of 20% of the total number of Shares in issue on the date of the passing of such resolution;
- (b) the Repurchase Mandate — a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares which shall not exceed 10% of the total number of Share in issue on the date of the passing of such resolution; and
- (c) the Extension Mandate — the power to extend the general mandate in (a) above by an amount representing the aggregate amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

As at the Latest Practicable Date, the total number of Shares in issue was 1,791,500,000. Subject to the passing of the relevant resolution, the maximum number of new Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting) to be issued under the proposed General Mandate is 358,300,000, and the Company will be allowed to repurchase a maximum of 179,150,000 Shares under the Repurchase Mandate.

The General Mandate and the Repurchase Mandate will expire: (a) at the end of the Company's next annual general meeting following the Annual General Meeting; (b) at the end of the period within which the Company is required by law or the Articles to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

An explanatory statement containing information necessary to enable the Shareholders to make an informed decision on the proposed resolution for the grant of the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises two executive Directors, namely Mr. Qian Lirong and Mr. Qian Chenhui, one non-executive Director, namely Mr. Xia Bin, and three independent non-executive Directors, namely Professor Jin Xiaofeng, Mr. Chan Fan Shing and Mr. Chen Gang. Ms. Qian Liqian is an alternate director to Mr. Qian Lirong.

LETTER FROM THE BOARD

In accordance with Articles 84(1) and 84(2) of the Articles, Mr. Qian Lirong will retire from the office of Director by rotation, and being eligible, he will offer himself for re-election at the Annual General Meeting.

As disclosed in the announcements of the Company dated 27 June 2019, 2 December 2019 and 31 December 2019 respectively, (i) Mr. Xia Bin was appointed as a non-executive Director effective on 1 July 2019; (ii) Mr. Chen Gang was appointed as an independent non-executive Director effective on 2 December 2019; and (iii) Mr. Qian Chenhui was appointed as an executive Director effective on 31 December 2019, respectively. In accordance with Article 83(3) of the Articles, each of Mr. Qian Chenhui, Mr. Xia Bin and Mr. Chen Gang shall hold office only until the Annual General Meeting and shall then be eligible for re-election at the Annual General Meeting.

Recommendations to the Board for the proposal for re-election of each of Mr. Qian Lirong, Mr. Qian Chenhui, Mr. Xia Bin and Mr. Chen Gang as a Director was made by the nomination committee of the Board, after considering the potential contribution each relevant Director can bring to the Board in terms of qualification, skills, experience, independence and diversity in accordance with the director nomination policy of the Company, taking into account the relevant director's biographical information and background, and considering various factors including but not limited to gender, age, cultural and educational background and professional experience as set out in the board diversity policy of the Company.

The Board has also assessed the independence of Mr. Chen Gang, the independent non-executive Director eligible for re-election at the Annual General Meeting, by reference to the independence guidelines as set out in Rule 3.13 of the Listing Rules and has also received a confirmation from the independent non-executive Director in respect of his independence. For the interests of the Company, the Board would like to enhance its diversity with investment management and corporate management expertise. Mr. Chen Gang has been appointed as an independent non-executive Director due to his investment management and corporate management background in PRC listed companies. Taking into account the above factors, the Board considers that Mr. Chen Gang is independent and can bring further contributions to the Board and its diversity.

Information on the Directors for re-election is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-5 of this circular is a notice convening the Annual General Meeting at which, among other proposed resolutions, ordinary resolutions will be proposed to approve the following:

- (1) the grant of the General Mandate;
- (2) the grant of the Repurchase Mandate;
- (3) the grant of the Extension Mandate; and
- (4) the re-election of Directors.

LETTER FROM THE BOARD

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 9:30 a.m. on Saturday, 16 May 2020 (Hong Kong time) or not less than 48 hours before the time appointed for holding any adjourned Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 12 May 2020 to Monday, 18 May 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Annual General Meeting, all transfer of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Monday, 11 May 2020 (Hong Kong time).

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the grant of the General Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders and recommend the Shareholders to vote for the relevant resolutions set out in the notice of the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
On behalf of the Board
Trigiant Group Limited
Qian Lirong
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Main Board of the Stock Exchange to repurchase their shares on the Main Board of the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 1,791,500,000 Shares in issue.

Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution numbered 4(B) as set out in the notice convening the Annual General Meeting contained in this circular), and on the basis of 1,791,500,000 Shares in issue and assuming that no new Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 179,150,000 Shares under the Repurchase Mandate.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Repurchases must be paid out of funds legally available for the purpose and in accordance with the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Cayman Islands law, any repurchases by the Company may only be made out of profits of the company or out of the proceeds of a fresh issue of shares made for such purpose or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital.

5. IMPACT OF REPURCHASES

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2019, being the date to which the last audited accounts of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the following months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	1.53	1.36
May	1.43	1.04
June	1.28	1.02
July	1.62	1.24
August	1.52	1.28
September	1.58	1.28
October	1.49	1.32
November	1.47	1.35
December	1.58	1.37
2020		
January	1.91	1.51
February	2.21	1.62
March	2.25	1.20
April (up to the Latest Practicable Date)	1.38	1.22

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, (i) Mr. Qian Lirong (“**Mr. Qian**”) and his controlled corporations collectively held approximately 29.22% of the issued share capital of the Company; and (ii) Mr. Qian, together with parties acting concert with him (including his controlled corporations) (collectively, the “**Concert Group Shareholders**”) in aggregate held approximately 58.10% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, assuming the current shareholding remains the same, the interest held by Mr. Qian and his controlled corporations would be increased to approximately 32.47% and the aggregate interest held by the Concert Group Shareholders would be increased to approximately 64.55%.

In the opinion of the Directors, on the basis of the current shareholding of the Concert Group Shareholders in the Company, an exercise of the Repurchase Mandate in full will result in Mr. Qian and his controlled corporations becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate. However, the Board has no intention to exercise the Repurchase Mandate to such extent that would result in Mr. Qian and his controlled corporations having to become obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors also have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the previous six months.

9. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved at the Annual General Meeting and is exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person (as defined under the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

Pursuant to the Listing Rules, the details of the Directors who will be proposed to be re-elected at the Annual General Meeting are provided below.

(1) Mr. Qian Lirong (錢利榮) (“Mr. Qian”)

Mr. Qian, aged 55, is an executive Director, the chairman of the Board, the Group chief executive officer and a controlling shareholder of the Company. Mr. Qian joined Jiangsu Trigiant Technology Co., Ltd. 江蘇俊知技術有限公司 (“**Trigiant Technology**”) in November 2007. Mr. Qian is also the chairman and general manager of Trigiant Technology and a director of certain subsidiaries of the Company. Mr. Qian is an uncle of Mr. Qian Chenhui, an executive Director, and an uncle of Ms. Qian Liqian, alternate director to Mr. Qian.

Mr. Qian has over 30 years of experience in the information and telecommunications industry, and has been involved in various divisions in the manufacturing of information and telecommunications products and components including technology development and management. Between November 2004 and January 2007, Mr. Qian was a director and an executive chairman of Hengxin Technology Ltd. (stock code: 1085), a company incorporated in Singapore, whose shares are listed on the Main Board of the Stock Exchange. Between November 2004 and February 2007, he acted as the chief executive officer of Hengxin Technology Ltd. Between June 2003 and January 2007, Mr. Qian held various positions (including chairman and general manager) in Jiangsu Hengxin Technology Co., Ltd. (江蘇亨鑫科技有限公司), a wholly-owned subsidiary of Hengxin Technology Ltd. Between December 1996 and June 2003, Mr. Qian was general manager of Jiangsu Hengtong Cable Co., Ltd. (江蘇亨通線纜有限公司). Prior to that, Mr. Qian was an assistant to the manager in Wujiang Qidu Town Industrial Co., Ltd. (吳江市七都鎮工業公司) from September to November 1996. Between December 1988 and September 1996, Mr. Qian worked in Suzhou Wujiang Special Cable Factory (蘇州市吳江特種電纜廠), which was mainly engaged in the manufacture and sale of indoor communications and data cables. During that period, he held various positions including deputy director of the factory.

Mr. Qian has been awarded numerous awards in the past, including but not limited to, Jiangsu Science and Technology Entrepreneur (江蘇省科技企業家) in 2018, Outstanding Entrepreneur Leadership Award (傑出企業家領馭獎) and Wuxi Top 100 Entrepreneurs (無錫市百名錫商人物) in 2017, Outstanding People in the Fiber Optic Communication Industry in China (中國光纖通信業界優秀人物) and The Third Jiangsu “Top 100 Stars of Honesty” (第三屆江蘇省「百名誠信之星」) in 2016, Most Influential Entrepreneurs in Chinese Telecommunication Optical Industry (中國通信光電纜最具影響力企業家) in 2015, Outstanding Leader of PRC Information Industry of the Year (中國信息產業年度領袖人物) in 2012, Chinese Outstanding Entrepreneur (Private Enterprises) (中國優秀民營企業家) in 2010, Economic People of PRC Information Industry of the Year (中國信息產業年度經濟人物) in 2008, Outstanding People of PRC Information Industry of the Year (中國信息產業年度新銳人物) in 2007, Outstanding Technological Entrepreneur (Private Enterprise) (中國優秀民營科技企業家) by the China Private Enterprise Technology Association (中國民營科技實業家協會) in 2004, Outstanding Worker in High and New Technology Industrialisation (高新技術產業化“先進工作者”) by the Ministry of Science and Technology of Jiangsu Province (江蘇省科學技術廳) in 2003 and an exemplary worker of Jiangsu Province. Mr. Qian is a senior member of China Institute of Communications, Vice President of the Jiangsu Foreign Investment

Enterprise Association (江蘇省外商投資企業協會), a member of the fifth, seventh and eighth Communications Cable Committee (通信線路委員會) of China Institute of Communications, Vice President of Jiangsu Provincial Information Association (江蘇省信息化協會), Vice President of Jiangsu Association of Industrial Economic (江蘇省工業經濟聯合會), Vice President of Jiangsu Enterprises Confederation (江蘇省企業聯合會), Vice President of Jiangsu Province Enterprises Directors Association (江蘇省企業家協會), Vice President of Jiangsu Enterprise Information Association (江蘇省企業信息化協會), Vice President of Yixing Federation of Industry and Commerce (宜興市工商聯), Vice President of Yixing General Chamber of Commerce (宜興市總商會), the representative of the Wuxi Municipal People's Congress of the Communist Party of China for several terms, as well as the member of The Chinese People's Political Consultative Conference of Yixing City Committee and the representative of the Yixing Municipal People's Congress for several terms. Mr. Qian is a director of many education institutions, including Changshu Institute of Technology (formerly known as Changshu Machinery and Industrial Employees' University (常熟市機械工業職工大學)) and Yixing Middle School Jiangsu Province, as well as the chairman of the editorial board of Year Book of China Fiber Optic Communication.

Mr. Qian graduated from Changshu Institute of Technology in 1987 and completed the No. 3 Industrial and Regional Culture and Economic Management Postgraduate Course offered by Shanghai Social Science Institute (Arts Research Centre) (上海社會科學院文學研究所的第三產業暨區域文化經濟管理碩士研究生班) in 2004. In 2012, he also obtained a bachelor degree from China University of Petroleum, Beijing. Mr. Qian is a senior engineer, senior economist, and a visiting professor of Changshu Institute of Technology.

As at Latest Practicable Date, save as disclosed above, Mr. Qian had not held any other major appointment and qualifications or directorship in other listed company in the last three years, and did not hold other positions with the Company or other members of the Group. As at Latest Practicable Date, save as mentioned above, Mr. Qian does he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at Latest Practicable Date, Mr. Qian was interested in 523,521,750 Shares of the Company within the meaning of Part XV of SFO.

The Company and Mr. Qian have entered into a service agreement for a fixed term of three years from 19 March 2018. He is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles. The current annual salary of Mr. Qian is HK\$600,000 and RMB480,000 which was determined with reference to his duties, responsibilities and the results of the Group. In addition, he is also entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to all executive Directors for any financial year of the Company may not exceed 10% of the audited combined or consolidated audited net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary or exceptional items) in respect of that financial year of the Company.

Save as disclosed above, the Company is not aware of any other matters that it considers necessary to be brought to the attention of the Shareholders in relation to the re-election of Mr. Qian and there is no information which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

(2) Mr. Qian Chenhui (錢晨輝)

Mr. Qian Chenhui, aged 34, is an executive Director. Mr. Qian Chenhui joined the Group in March 2011 and has been serving as the general manager of the Investment Securities Department of Trigiant Technology since January 2017 and has been promoted as the group vice general manager of the Company since March 2019. Mr. Qian Chenhui has served as the chairman and general manager of Jiangsu Trigiant Sensing Technology Co., Ltd. (江蘇俊知傳感技術有限公司), a subsidiary of the Company, since June 2019. Mr. Qian Chenhui is also a director of certain subsidiaries of the Company, and is a member of the remuneration committee and the chairman of the corporate governance committee of the Board. Mr. Qian is an uncle of Mr. Qian Chenhui and Ms. Qian Liqian, an alternate director to Mr. Qian, is a cousin of Mr. Qian Chenhui. From September 2016 to December 2019, Mr. Qian Chenhui was as an alternate director to Mr. Qian.

Mr. Qian Chenhui read Engineering Science at Brasenose College, University of Oxford from October 2006 and obtained a Master degree with Honour in Engineering Science from University of Oxford in June 2011.

As at Latest Practicable Date, save as mentioned above, Mr. Qian Chenhui had not held any other major appointment and qualifications or directorship in other listed company in the last three years, and did not hold other positions with the Company or other members of the Group. As at Latest Practicable Date, save as mentioned above, Mr. Qian Chenhui does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at Latest Practicable Date, Mr. Qian Chenhui held share options entitling him to subscribe for 480,000 shares of the Company within the meaning of Part XV of the SFO.

The Company and Mr. Qian Chenhui have entered into a service agreement for a fixed term of three years from on 31 December 2019. He is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles. The current annual salary of Mr. Qian Chenhui is RMB240,000 which was determined with reference to his duties, responsibilities and the results of the Group. In addition, he is also entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to all executive Directors for any financial year of the Company may not exceed 10% of the audited combined or consolidated audited net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary or exceptional items) in respect of that financial year of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Qian Chenhui that need to be brought to the attention of the shareholders of the Company.

(3) Mr. Xia Bin (夏賓) (“Ms. Xia”)

Mr. Xia, aged 43, is a non-executive Director. Mr. Xia has extensive legal in-house experience in corporations and enterprises. Mr. Xia is currently a deputy general manager and secretary of the board of directors of Shenzhen Eternal Asia Supply Chain Management Ltd.* (深圳市怡亞通供應鏈股份有限公司) (“Shenzhen Eternal Asia”), a joint stock company established in the People’s Republic of China with limited liability whose shares are listed on the Small and Medium Enterprise Board of the Shenzhen Stock Exchange (stock code: 002183) and the holding company of Eternal Asia (HK) Limited, which owns approximately 16.35% of the issued share capital of the Company as at the date of this circular. Mr. Xia is also a director of Yunnan Ben Yuan Payment Management Co., Ltd.* (雲南本元支付管理有限公司), a company principally engaged in internet payment and financial services, since January 2019. Prior to joining Shenzhen Eternal Asia in December 2007, from June 2001 to November 2007, Mr. Xia worked in Joincare Pharmaceutical Group Industry Co., Ltd., the shares of which are listed on the Shanghai Stock Exchange (stock code: 600380) where his last position was senior legal officer.

Mr. Xia obtained his qualification as a lawyer in the People’s Republic of China in June 2001. Mr. Xia obtained a Bachelor of Law from Luoyang Institute of Technology (now known as Henan University of Science and Technology) in June 1999 and a degree of Master of Law from China University of Political Science and Law in June 2008.

As at Latest Practicable Date, save as disclosed above, Mr. Xia had not held any other major appointment and qualifications or directorship in other listed company in the last three years, and did not hold other positions with the Company or other members of the Group. As at Latest Practicable Date, Mr. Xia does he has any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Xia is not interested in any Shares within the meaning of Part XV of the SFO.

The Company and Mr. Xia have entered into an appointment letter for a fixed term of three years from 1 July 2019. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Mr. Xia is entitled to an annual director’s fee of HK\$120,000 which is determined with reference to his responsibilities, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed above, the Company is not aware of any other matters that it considers necessary to be brought to the attention of the Shareholders in relation to the re-election of Mr. Xia and there is no information which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

(4) Mr. Chen Gang (陳剛) (“Mr. Chen”)

Mr. Chen, aged 50, is an independent non-executive Director. Mr. Chen is a member of each of the audit committee, nomination committee and corporate governance committee of the Board. Mr. Chen has more than 20 years’ experience in investment management. Mr. Chen is an executive partner of Nanjing Daoying Enterprise Management Service Centre (General Partnership)* (南京道盈企業管理服務中心(普通合夥)). He is the executive partner and designated representative of Jiangsu Industrial and Information Property Investment Fund (Limited Partnership)* (江蘇工業和信息產業投資基金(有限合夥)), Jiangsu Huatai Internet Property Investment Fund (Limited Partnership)* (江蘇華泰互聯網產業投資基金(有限合夥)), Jiangsu Huatai Strategic Emerging Property Investment Fund (Limited Partnership)* (江蘇華泰戰略新興產業投資基金(有限合夥)), Yili Suxin Investment Fund Partnership Enterprise* (伊犁蘇新投資基金合夥企業(有限合夥)) and Yili Huatai Ruida Equity Investment Management Partnership (Limited Partnership)* (伊犁華泰瑞達股權投資管理合夥企業(有限合夥)) since March 2016. Mr. Chen is also a general manager of Shengdao (Nanjing) Equity Investment Management Limited* (盛道(南京)股權投資管理有限公司), Yili Huatai Ruida Equity Investment Management Limited* (伊犁華泰瑞達股權投資管理有限公司) and Nanjing Zhiyuan Equity Investment Partnership* (南京致遠股權投資合夥企業(有限合夥)) since March 2016. Mr. Chen is a director of Saferun Group* (薩馳華辰機械(蘇州)有限公司) since March 2017 and is a director of Wuxi Longda Metal Material Co., Ltd.* (無錫隆達金屬材料有限公司) since November 2018.

From August 2016 to August 2019, Mr. Chen was a director of Yijiahe Technology Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 603666). From October 2011 to February 2016, Mr. Chen worked in Huatai United Securities (華泰聯合證券有限責任公司), a subsidiary of Huatai Securities Co., Ltd (華泰證券股份有限公司) (“**Huatai Securities**”), a joint stock company incorporated in the People’s Republic of China the H Shares of which have been listed on the main board of the Stock Exchange (Stock Code: 6886) and the A Shares of which have been listed on the Shanghai Stock Exchange (Stock Code: 601688), where his last position was managing director. From August 1997 to October 2011, Mr. Chen worked in Huatai Securities where his last position was department manager of investment banking department.

Mr. Chen obtained a Bachelor of Optical Technology in Optical Instrument from Nanjing University of Science and Technology (previously known as Hua Dong Institute of Technology* (華東工學院)) in July 1992. He also obtained a Master of Economics from Nanjing University in June 1997.

As at Latest Practicable Date, save as disclosed above, Mr. Chen had not held any other major appointment and qualifications or directorship in other listed company in the last three years, and did not hold other positions with the Company or other members of the Group. As at Latest Practicable Date, Mr. Chen does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Chen was not interested in any Shares within the meaning of Part XV of the SFO.

The Company and Mr. Chen have entered into an appointment letter for a fixed term of three years from 2 December 2019. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Mr. Chen is entitled to a director's fee of HK\$90,000 per annum which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions. Save for director's fees granted to him, he is not expected to receive any other remuneration for holding his office as an independent non-executive Director.

Save as disclosed above, the Company is not aware of any other matters that it considers necessary to be brought to the attention of the Shareholders in relation to the re-election of Mr. Chen and there is no information which is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“**Meeting**”) of Trigiant Group Limited (“**Company**”) will be held at 9:30 a.m. on Monday, 18 May 2020 at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wan Chai, Hong Kong to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and adopt the audited consolidated financial statements and the reports of the directors (“**Directors**”) of the Company and the auditor of the Company for the year ended 31 December 2019;
- 2a. to re-elect Mr. Qian Lirong as an executive Director;
- 2b. to re-elect Mr. Qian Chenhui as an executive Director;
- 2c. to re-elect Mr. Xia Bin as a non-executive Director;
- 2d. to re-elect Mr. Chen Gang as an independent non-executive Director; and
- 2e. to authorise the board (“**Board**”) of Directors to fix the remuneration of the Directors;
3. to re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration; and
4. to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares (“**Shares**”) in the capital of the

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which may require the exercise of such powers after the expiry of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted from time to time by the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
 - (aa) 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares in issue purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of Shares in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(e) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to shareholders of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong, or the expense or delay that may be incurred in the determination of any such restrictions or obligations).”

(B) “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for this purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Law**”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the authority granted pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the total number of

NOTICE OF ANNUAL GENERAL MEETING

Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
- (C) “**THAT** conditional on the passing of resolutions numbered 4(A) and 4(B) above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4(A) above be and is hereby extended by the addition to the total number of Shares which may be allotted, issued or dealt with by the Directors pursuant to or in accordance with such mandate of an amount representing the total number of Shares in issue purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 4(B) above.”

On behalf of the Board
Trigiant Group Limited
Qian Lirong
Chairman

Hong Kong, 14 April 2020

Principal place of business in Hong Kong:
Room 1801, 18th Floor
Tai Tung Building
8 Fleming Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above 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 a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. 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 at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 9:30 a.m. on Saturday, 16 May 2020 (Hong Kong time) or not less than 48 hours before the time for holding any adjourned Meeting.
3. In order to ascertain the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 12 May 2020 to Monday, 18 May 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. on Monday, 11 May 2020 (Hong Kong time).
4. In relation to the proposed resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the securities of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular despatched to the shareholders of the Company on the date hereof.
5. All resolutions as set out in this notice to be put to vote at the Meeting will be decided by way of poll as required by the Listing Rules.

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. Xia Bin

Independent non-executive Directors:

Professor Jin Xiaofeng
Mr. Chan Fan Shing
Mr. Chen Gang

Alternate Director to Mr. Qian Lirong:

Ms. Qian Liqian