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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)**

**CONNECTED TRANSACTION —  
ACQUISITION OF PROPERTY**

The Board announces that on 9 September 2022, the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the Property at the Consideration of RMB43,680,000.

The transactions contemplated under the Sale and Purchase Agreement do not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules, but constitutes a connected transaction of the Company for the purpose of Chapter 14A of the Listing Rules by virtue of the relationship between the parties as elaborated below. Since the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the transactions contemplated under the Sale and Purchase Agreement is less than 5%, the transactions contemplated under the Sale and Purchase Agreement are subject to the announcement and reporting requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

**INTRODUCTION**

The Board announces that on 9 September 2022, the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendor pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the Property at the Consideration of RMB43,680,000. A summary of the principal terms of the Sale and Purchase Agreement is set out below.

## THE SALE AND PURCHASE AGREEMENT

- Date : 9 September 2022
- Parties : (1) The Vendor  
(2) The Purchaser
- Property : Building No. 5, Xian Huangchuan Garden, Dingshu Town, Yixing City, Jiangsu Province, PRC\* (江蘇省宜興市丁蜀鎮西岸鳳川花園5號樓) with a construction area of approximately 945.85 sq. m.
- Consideration : The total consideration of the Acquisition is RMB43,680,000 payable by the Purchaser in cash. 50% of the Consideration shall be payable within three months after the entering into of the Sale and Purchase Agreement and the remaining 50% within seven days of completion of the filing of assignment of the Property.
- Delivery : The Property is being developed by the Vendor as at the date of this announcement and the Vendor shall deliver the Property to the Purchaser on the date stated in the notice of delivery to be issued by the Vendor.

Pursuant to the Sale and Purchase Agreement, the Vendor has warranted that completion of construction of the Property is to take place on or before 31 December 2023 and the delivery date is scheduled to be on or around 30 June 2023, subject to factors due to weather/epidemics and other reasonable or force majeure factors, such delivery date may be delayed to a date not later than 31 December 2023. In the event that the Vendor could not proceed to delivery to the Purchaser by 31 December 2023, the Vendor shall pay such interest to the Purchaser with reference to PRC banks' then prevailing deposit interest rate and the amount of Consideration.

## **BASIS OF DETERMINATION OF CONSIDERATION**

The Consideration of the Acquisition was determined after arm's length negotiation between the Purchaser and the Vendor after taking into account relevant factors, including the location of the Property, the development status of the site around the Property, and a valuation of approximately RMB44.74 million as at the valuation benchmark date of 31 July 2022 based on valuation work conducted by an independent professional valuer engaged by the Group.

The Consideration will be funded by the internal resources of the Group.

## **INFORMATION OF THE PARTIES**

### **The Purchaser and the Group**

The Purchaser is a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company principally engaged in manufacture and sales of feeder cable series and related products for mobile communications and telecommunication equipment. The Company is an investment holding company and the Group is principally engaged in the manufacture and sales of feeder cable series, flame-retardant flexible cable series, optical fibre cable series and related products, new-type electronic components and others for mobile communication and telecommunication equipment.

### **The Vendor**

To the best of the Directors' knowledge, information and belief having made all reasonable enquires: (i) the Vendor is a limited liability company established in the PRC and principally engaged in development and management of cultural tourism projects, development and sales of real estate, tourism information consultation, ecological agriculture sightseeing services, design, construction and maintenance of landscaping projects, hotel management and property management; and (ii) the Vendor is ultimately owned as to 100% by Ms. Qian Xiwen, and Ms. Qian Liqian, alternate director to Mr. Qian during the period from 31 December 2019 to 26 August 2022, is a director of the sole shareholder of the Vendor. Mr. Qian, an executive Director, Group chief executive officer and Chairman of the Board, is the father of Ms. Qian Xiwen and an uncle of Ms. Qian Liqian. Mr. Qian Chenhui, executive Director, is a cousin of Ms. Qian Xiwen and Ms. Qian Liqian. Accordingly, the Vendor is an associate of Ms. Qian Xiwen who is a connected person of the Company, and thus the Vendor is a connected person of the Company under the Listing Rules.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Directors consider that the Acquisition is a good medium- to long-term investment for the Group. The Property is situated in Dingshu Town, Yixing City, of a development project invested and constructed by the Vendor with hotels and supporting infrastructure, roads and landscape projects, comprising a total land area of approximately 36,500 sq. m. forming a tourism, accommodation, catering, entertainment and other function hub. In addition, the site of the Property is located in a region in Yixing, Jiangsu Province, PRC, a pilot zone for testing of enhancement of forestry quality through the combination of 5G, Internet of Things (IoT), big data and cloud computing technologies, as well as provision of effective ecosystem products and comprehensive solutions, of which the Group (through the Purchaser) is a member of the National Innovation Alliance of IoT and AI for Forestry Application\* (林業和草原物聯網與人工智能應用國家創新聯盟).

The Group intends to use the Property as office, staff accommodation and for business, client and business associate entertainment or other business event venue after its completion. The Directors consider the Acquisition to be beneficial to the Group as it can provide a business space and staff accommodation for the Group, which can also be used as social and other business and showcase venue to meet potential business partners and customers to cater for the Group's strategic growth and development. Further, it has been noted that as a result of policy change, the authorities in the region have been reported to expressly forbid further approval of types of real property similar to the Property with a low density ratio in the future. Taking into account of the factors as mentioned above, the Directors are of the view that the Acquisition can optimise the Group's fixed assets allocation with good potential for capital appreciation in the medium- to long-run.

The terms of the Acquisition were determined after arm's length negotiations between the parties. The Board (excluding Mr. Qian and Mr. Qian Chenhui but including all independent non-executive Directors) considers the transactions contemplated under the Sale and Purchase Agreement are in the interests of the Company and the Shareholders as a whole and the terms of the Sale and Purchase Agreement are on normal commercial terms and fair and reasonable so far as the independent Shareholders are concerned.

## **IMPLICATIONS UNDER THE LISTING RULES**

The transactions contemplated under the Sale and Purchase Agreement do not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

By virtue of the relationship between the parties as elaborated above, the Vendor is a connected person of the Company and accordingly the transactions contemplated under the Sale and Purchase Agreement constitute a connected transaction of the Company for the purpose of Chapter 14A of the Listing Rules. Since the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the transactions contemplated under the Sale and Purchase Agreement is less than 5%, the transactions contemplated under the Sale

and Purchase Agreement are subject to the announcement and reporting requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

None of the Directors had a material interest in the Sale and Purchase Agreement and the transactions contemplated thereunder. Nonetheless, given the relationship between the parties as elaborated above, each of Mr. Qian and Mr. Qian Chenhui, each an executive Director, had abstained from voting on the Board resolution on proposing the Sale and Purchase Agreement and the transactions contemplated thereunder.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Acquisition”	the acquisition of the Property by the Purchaser pursuant to the Sale and Purchase Agreement
“associate”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors of the Company
“Company”	Trigiant Group Limited, a company incorporated in the Cayman Islands with limited liability whose Shares are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	a third party independent of the Company and the connected persons of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Qian”	Mr. Qian Lirong, an executive Director, Group chief executive officer and the Chairman of the Board

“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Property”	Building No. 5, Xian Huangchuan Garden, Dingshu Town, Yixing City, Jiangsu Province, PRC* (江蘇省宜興市丁蜀鎮西岸鳳川花園5號樓) with a construction area of approximately 945.85 sq. m.
“Purchaser”	江蘇俊知技術有限公司 (Jiangsu Trigiant Technology Co., Ltd.), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the sale and purchase contract dated 9 September 2022 entered into between the Vendor and the Purchaser in respect of the Acquisition
“Shareholder(s)”	the shareholder(s) of the Company
“sq. m.”	square metres
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	宜興亦樂文旅開發有限公司 (Yixing Yile Cultural Tourism Development Co., Ltd.*), a limited liability company established in the PRC

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

Hong Kong, 9 September 2022

*As at the date of this 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. Xia Bin

*Independent non-executive Directors:*

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

\* *For identification purpose only*