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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 (“**Meeting**”) of Trigiant Group Limited (“**Company**”) will be held at 11 a.m. on Friday, 28 March 2014 at Tian & Di Room, 7th Floor, The Landmark Mandarin Oriental, 15 Queen’s Road Central, The Landmark, Central, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Warrant Shares (as defined below):

- (a) the directors of the Company be and are hereby authorised to create and issue warrants (“**Warrants**”) to the places procured by the Placing Agent (as defined in the circular of the Company dated 13 March 2014 (“**Circular**”), a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification) entitling the holders of the Warrants to subscribe in cash up to an aggregate of HK\$630,000,000 for new shares of the Company (“**Warrant Shares**”) at the initial exercise price of HK\$3.15 per Warrant Share (subject to adjustments) and exercisable at any time between the date of the issue of the Warrant(s) and the date which is the third anniversary of the date on which the Warrants are issued (or if that third anniversary is not a business day, the first business day immediately following such date) on the terms and conditions set out in the warrant instrument (the execution copy of which has been produced to this meeting marked “B” and initialled by the chairman of this meeting for the purpose of identification) and the warrant instrument be and is hereby approved; and

* *For identification purposes only*

- (b) the directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in their discretion consider desirable or expedient to give effect to the Placing Agreement (as defined in the Circular) and all the transactions contemplated thereunder as well as in relation to the issue and allotment of the Warrant Shares and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interest of the Company.”

On behalf of the Board
Trigiant Group Limited
Qian Lirong
Chairman

Hong Kong, 13 March 2014

Principal place of business in Hong Kong:

Room 1801, 18th Floor

Tai Tung Building

8 Fleming Road

Wanchai

Hong Kong

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 the Meeting. A proxy need not be a member of the Company.
2. A form of proxy for use at the Meeting is enclosed. 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned meeting.
3. The above resolution put to vote at the meeting will be decided by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this notice, the Board comprises two executive Directors, namely Mr. Qian Lirong (Chairman) and Mr. Jiang Wei (Group Chief Executive Officer); and four independent non-executive Directors, namely Professor Jin Xiaofeng, Mr. Poon Yick Pang Philip, Mr. Ng Wai Hung and Ms. Jia Lina.