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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)

**PROPOSED MODIFICATIONS TO THE TERMS OF UNLISTED WARRANTS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at 10:30 a.m. on Wednesday, 9 November 2016 at Victoria Room III, 3rd Floor, Regal Hong Kong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of EGM	EGM-1

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 19 September 2016 in relation to the Proposed Modifications
“Board”	the board of Directors
“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”	having the meaning as ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10:30 a.m. on Wednesday, 9 November 2016 at Victoria Room III, 3rd Floor, Regal Hong Kong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, approving the Proposed Modifications, the notice of which is set out on pages EGM-1 to EGM-3 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	a party independent of and not connected with the Company and its connected persons
“Latest Practicable Date”	14 October 2016, being the last practicable date prior to the printing of this circular for the purpose of ascertaining information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Modifications”	the proposed modifications to the terms of the Warrants as summarised in the section headed “Proposed Modifications” in the Letter from the Board in this circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the initial subscription price of HK\$3.15 per Warrant Share (subject to adjustments) at which the Warrantholders may subscribe for the Warrant Shares
“Subscription Rights”	the subscription rights that are attached to the Warrants
“Supplemental Deed”	the supplemental deed dated 19 September 2016 and executed by the Company in relation to the Proposed Modifications to the instrument constituting the Warrants
“Warrant Share(s)”	new Share(s) which may fall to be allotted and issued upon the exercise of the Subscription Rights
“Warrant(s)”	unlisted warrants issued by the Company on 10 April 2014 at the issue price of HK\$0.01 per unit of Warrant entitling the holders thereof to subscribe in cash for up to an aggregate amount of HK\$630,000,000 for the Warrant Shares at a Subscription Price of HK\$3.15, subject to adjustments, at any time for a period commencing from the date of issue of the Warrants and ending on the third anniversary thereof (or if that is not a business day, the first business day immediately following such date) (both days inclusive)
“Warrantholder(s)”	holder(s) of the Warrants
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	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*)

Mr. Jiang Wei (*Group Chief Executive Officer*)

Non-executive Director:

Mr. Fung Kwan Hung

Independent non-executive Directors:

Professor Jin Xiaofeng

Mr. Poon Yick Pang, Philip

Mr. Ng Wai Hung

Ms. Jia Lina

Alternate Director to Mr. Qian Lirong:

Mr. Qian Chenhui

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

19 October 2016

To the Shareholders

Dear Sir or Madam,

PROPOSED MODIFICATIONS TO THE TERMS OF UNLISTED WARRANTS

INTRODUCTION

Reference is made to the Announcement in which the Company announced that on 19 September 2016, the Company proposed that the terms and conditions of the Warrants shall be modified to allow for a redemption mechanism whereby the Warrants may be redeemed by the Company prior to the expiry of the Subscription Period (as defined below).

The EGM will be convened and held to consider and, if thought fit, pass the requisite resolution to approve the Proposed Modifications.

The purpose of this circular is to give you, among other matters, (i) further details of the Proposed Modifications; and (ii) a notice convening the EGM.

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LETTER FROM THE BOARD

PROPOSED MODIFICATIONS

Background of and reasons for the Proposed Modifications

Reference is made to the Company's announcement dated 12 February 2014 and the circular ("**2014 Warrant Circular**") dated 13 March 2014 in relation to, among other matters, the placing of the Warrants.

The Warrants were created and issued by the Company to not less than six placees, each of whom is an Independent Third Party, on 10 April 2014 and a summary of the principal terms of the Warrants are set out below:

Issue Date	:	10 April 2014.
Issue Price	:	HK\$0.01 per Warrant paid in cash.
Status	:	The Warrants are constituted by the instrument constituting the Warrants executed by the Company on 10 April 2014. The Warrants rank pari passu in all respects among themselves.
Number of Warrant Shares	:	Unlisted warrants conferring the rights to the holders thereof to subscribe in cash for up to HK\$630,000,000 in aggregate for the Warrant Shares.

Based on the initial Subscription Price of HK\$3.15 per Warrant Share and assuming that there will not be any change in the existing 1,563,500,000 issued Shares of the Company before the exercise of the Subscription Rights in full (other than the issue of the Warrant Shares), upon the exercise of the Subscription Rights in full, 200,000,000 Warrant Shares will be issued, representing approximately 12.79% of the existing issued capital of the Company and approximately 11.34% of the issued capital as enlarged by the allotment and issue of the Warrant Shares.

Subscription Price	:	An initial Subscription Price of HK\$3.15 per Warrant Share, subject to adjustments upon occurrence of the following events: (i) an alteration of the nominal amount of the Shares by reason of any consolidation or sub-division, which in such case, the Subscription Price shall be adjusted by multiplying it by the revised nominal amount and dividing the result by the former nominal amount;
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LETTER FROM THE BOARD

- (ii) an issue (other than in lieu of a cash dividend) by the Company of Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
- (iii) a capital distribution being made by the Company, whether on a reduction of capital or otherwise, to the Shareholders in their capacity as such or the grant to the Shareholders the right to acquire for cash assets of the Group;
- (iv) an offer or grant being made by the Company to the Shareholders by way of rights or of options or warrants to subscribe for new Shares at a price which is less than 80% of the market price of the Shares;
- (v) an issue wholly for cash being made by the Company or any other company of securities convertible into or exchangeable for or carrying rights of subscription for new Shares, if in any case the total effective consideration per Share is less than 80% of the market price of the Shares, or the terms of any such issue being altered so that the said total effective consideration is less than 80% of the market price of the Shares;
- (vi) an issue being made by the Company wholly for cash of Shares (other than pursuant to any employee share option scheme) at a price less than 80% of the market price of the Shares; and
- (vii) a cancellation of any Shares repurchased by the Company in circumstances where the Directors consider that it may be appropriate to make an adjustment to the Subscription Price.

Save for the adjustments as set out above, the Subscription Price will not be subject to any other adjustments.

As at the Latest Practicable Date, no adjustment had been made to the Subscription Price since the issue of the Warrants.

LETTER FROM THE BOARD

- Subscription period : The Subscription Rights may be exercised at any time (“**Subscription Period**”) from 10 April 2014, the date of issue of the Warrants, to until 4:00 p.m. (Hong Kong time) on the third anniversary of the issue date (or, if that is not a business day, the first business day immediately following such date) (both dates inclusive), subject to earlier termination as provided in the instrument constituting the Warrants.
- Rights of the Warrant Shares : The Warrant Shares that fall to be issued upon the exercise of the Subscription Rights will rank pari passu in all respects with the Shares in issue on the relevant date of registration of the name of the relevant holder(s) of the Warrants on the register of members of the Company as holder of such Warrant Shares.
- Transferability : The Warrants are transferable, in whole amounts or multiples of units of Subscription Rights of HK\$315,000 or, subject to the agreement by the Company in such other denomination, and any transfer of the Warrants to any connected person shall be subject to the requirements that the Stock Exchange may impose from time to time.
- Rights of Warrantholders : The holders of the Warrants will not have any right to attend or vote at any meeting of the Company by virtue of them being the holders of the Warrants. The holders of the Warrants shall not have the right to participate in any distributions and/or offers of further securities made by the Company.

As disclosed in the 2014 Warrant Circular, the net proceeds derived from the issue of the Warrants were approximately HK\$1.5 million. Such proceeds had been used as general working capital of the Group.

As at the Latest Practicable Date, none of the Subscription Rights has been exercised by the Warrantholders and none of the Warrants has been cancelled. Under the terms and conditions of the Warrants, the Subscription Period will expire on 10 April 2017.

As a listed company, the Company, from time to time, meet with potential investors (including but not limited to fund managers) for discussion on potential investments in the Company with a view to broaden the shareholder base of the Company and to facilitate the future development of the Company. It was noted, however, that as raised by certain of the potential new investors, the existence of the Warrants exhibited a potential dilution effect to the share capital of the Company. Such potential dilution effect, so long as the Subscription Period of the Warrants has not expired, caused uncertainties in the valuation of their potential investments in the Company (if proceeded) and hence the Company was given to understand that these potential new investors were hesitant to continue the discussion of the proposed potential investments.

LETTER FROM THE BOARD

While the Company had no present plans to conduct any fund raising activities as at the Latest Practicable Date, the Company cannot rule out the possibility of conducting fund raising exercise by equity issue should the Company require further funds for its future funding requirements or should there be any deviation on future plans due to the dynamic business environment which may lead to possible increase in funding needs. In light of the above, and to provide flexibility to accommodate future equity arrangement of the Company and allow the Company and any potential investors to evaluate future investments in the Company with relatively clearer picture without the need to consider the potential dilution effect of the Warrants, the Company proposed that the terms and conditions of the Warrants shall be modified to allow for a redemption mechanism whereby the Warrants may be redeemed by the Company prior to the expiry of the Subscription Period.

Summary of the Proposed Modifications

Pursuant to the conditions of the Warrants, modifications to the Warrants may be effected only if it shall first have been sanctioned by a resolution passed by not less than three-fourths of the Warrantholders attending and voting at a meeting of the Warrantholders duly convened. The Warrantholders have approved the Proposed Modifications by way of a resolution in writing signed by all the Warrantholders. Having obtained the approval of the Warrantholders of the Proposed Modifications, the Company executed the Supplemental Deed on 19 September 2016 to record the Proposed Modifications.

Under the terms of the Proposed Modifications, the Warrants may be redeemed by the Company at any time after the Effective Date (as defined below) and from time to time prior to the expiry of the Subscription Period by giving prior written notice to the Warrantholders, provided that:

- (1) the Company shall, on a voluntary redemption, redeem all but not part of the Warrants;
- (2) the notice referred to above, once delivered shall be irrevocable, and shall set out the date (“**Voluntary Redemption Date**”) on which the Company shall redeem the Warrants which shall not be more than 10 business days after the date of such notice; and
- (3) the Company shall, on the Voluntary Redemption Date, pay to the Warrantholders an aggregate redemption price, which shall be equal to the sum of HK\$0.003 times the number of underlying Shares and the number of underlying Shares shall be equal to the then outstanding exercise moneys of the Warrants held by such Warrantholder divided by the then prevailing Subscription Price.

For the avoidance of doubt, the exercise of such right by the Company shall not require the consent of any Warrantholder and the Warrantholder shall not be entitled to exercise all or any of the Subscription Rights attached to the Warrants once the notice referred to above has been delivered by the Company.

Save for the Proposed Modifications, other terms and conditions of the Warrants will remain unchanged.

LETTER FROM THE BOARD

Assuming the Proposed Modifications have become effective, as further explained in the paragraphs headed “Background of and reasons for the Proposed Modifications” above, the Board will exercise the right of the Company conferred by the Proposed Modifications as soon as practicable within one month to redeem all outstanding Warrants in full prior to the expiry of the Subscription Period so as to eliminate the potential dilution caused by the existence of the Warrants so that potential investors can evaluate the Company with relatively clearer picture. The redemption mechanism under the Proposed Modifications and the proposed redemption price of HK\$0.003 times the number of underlying Shares under the outstanding exercise moneys of the Warrants were arrived at after arm’s length negotiation between the Company and the Warrantholders with reference to various factors including (a) the prevailing market conditions; (b) the redemption price per Warrant represented a discount of 70% to the Issue Price; (c) the concerns raised by certain of the potential new investors in the valuation of the Company due to the potential dilution effect of the Warrants to the share capital of the Company; and (d) the reasons as set out in paragraphs headed “Background of and reasons for the Proposed Modifications” above. Accordingly, the Directors (including the independent non-executive Directors) are of the opinion that the Proposed Modifications (including the redemption price) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Assuming the Proposed Modifications have become effective and the Company exercised its right to redeem all outstanding Warrants in full, the Company will apply an aggregate sum of HK\$600,000 for such redemption.

Conditions of the Proposed Modifications

Pursuant to the terms and conditions of the Warrants, the Warrantholders have approved the Proposed Modifications.

The Proposed Modifications will be subject to (a) the approval by the Stock Exchange; and (b) the passing of an ordinary resolution to approve such modifications by the Shareholders.

The Proposed Modifications shall take effect on the business day (“**Effective Date**”) immediately after the last of the conditions as set out above have been fulfilled.

As at the Latest Practicable Date, condition (a) above has been fulfilled while condition (b) remained unfulfilled.

Warrantholders

As at the Latest Practicable Date, each of the Warrantholders was an Independent Third Party.

GENERAL

Pursuant to Rule 15.06 of the Listing Rules, any alterations in the terms of the convertible equity securities after issue must be approved by the Stock Exchange. The Stock Exchange has granted the approval of the Proposed Modifications on 5 October 2016.

LETTER FROM THE BOARD

EGM

The EGM will be held at 10:30 a.m. on Wednesday, 9 November 2016 at Victoria Room III, 3rd Floor, Regal Hong Kong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong for the Shareholders to consider and, if thought fit, approve the Proposed Modifications. In compliance with the Listing Rules, the resolution will be voted on by way of a poll at the EGM.

To the best knowledge of the Directors, none of the Shareholders has a material interest in the Proposed Modifications as at the date of this circular. Accordingly, none of the Shareholders will be required to abstain from voting at the EGM in respect of the resolution relating to the Proposed Modifications.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the Proposed Modifications are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend that all Shareholders should vote in favour of the resolution proposed at the EGM to approve the Proposed Modifications.

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 circular 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.

On behalf of the Board
Trigiant Group Limited
Qian Lirong
Chairman



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 10:30 a.m. on Wednesday, 9 November 2016 at Victoria Room III, 3rd Floor, Regal Hong Kong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the Supplemental Deed (as defined in the circular of the Company dated 19 October 2016 (“**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) to the instrument constituting the Warrants (as defined in the Circular) and executed by the Company in relation to the Proposed Modifications (as defined in the Circular) be and is hereby approved, confirmed and ratified and the Proposed Modifications be and is hereby approved; and
- (b) the board of directors (“**Directors**”) of the Company or a duly authorised committee of the board of Directors be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as it considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Proposed Modifications and all the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the Supplemental Deed and which shall be subject to approval of the

* For identification purpose only

NOTICE OF EGM

shareholders of the Company) as are, in the opinion of the Directors or a duly authorised committee of the board of Directors, in the interest of the Company and its shareholders as a whole.”

On behalf of the Board
Trigiant Group Limited
Qian Lirong
Chairman

Hong Kong, 19 October 2016

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

Notes:

1. A member entitled to attend and vote at the 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 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.
4. The resolution 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

NOTICE OF EGM

As at the date of this notice, the Board comprises of the following members:

Executive Directors:

Mr. Qian Lirong (*Chairman*)

Mr. Jiang Wei (*Group Chief Executive Officer*)

Non-executive Director:

Mr. Fung Kwan Hung

Independent non-executive Directors:

Professor Jin Xiaofeng

Mr. Poon Yick Pang Philip

Mr. Ng Wai Hung

Ms. Jia Lina

Alternate Director to Mr. Qian Lirong:

Mr. Qian Chenhui