

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



TRINITY LIMITED

利邦控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 891)

CONTINUING CONNECTED TRANSACTIONS

The Directors announce that on 24 November 2012, the Company entered into the New Master Agreement with FH 1937 for a term of one year commencing on 1 January 2013 and ending on 31 December 2013 in respect of the leasing and/or licensing arrangements with FH 1937 Group.

The Transactions constitute continuing connected transactions for the Group, which are subject to the reporting and announcement requirements but are exempt from the independent shareholders' approval under Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the announcement of the Company dated 25 August 2010 (the "**Announcement**") in respect of the entering into of a master agreement for the leasing of properties from FH 1937 Group for a term commenced on 8 October 2010 and ending on 31 December 2012 (the "**Previous Master Agreement**"). The Directors consider that it is in the interest of the Group to continue such leasing arrangements and to enter into the New Master Agreement with FH 1937 to provide a framework for the leasing and/or licensing arrangements between the Group and FH 1937 Group.

NEW MASTER AGREEMENT

The Company entered into the New Master Agreement with FH 1937 on 24 November 2012 in relation to the leasing of properties by the Group from FH 1937 Group, and/or the licensing of the right to use properties (or any part thereof) by FH 1937 Group to the Group. The New Master Agreement is for a term of one year commencing on 1 January 2013 and ending on 31 December 2013.

Pursuant to the New Master Agreement, rentals and/or licence fees for the properties shall be negotiated between the parties with reference to the then prevailing market rates and on normal commercial terms. Therefore, the Directors consider the level of rentals and/or licence fees to be payable by the Group is fair and reasonable to the Group. The payment of rentals and/or licence fees will be made in cash by the Group to FH 1937 Group.

HISTORICAL FIGURES

The aggregate rentals paid by the Group to FH 1937 Group in respect of the leasing of properties for the two years ended 31 December 2011 and the 10 months ended 31 October 2012 are as follows:

<u>Year ended</u> <u>31 December 2010</u>	<u>Year ended</u> <u>31 December 2011</u>	<u>10 months ended</u> <u>31 October 2012</u>
RMB3,220,882 (approximately HK\$4,026,102)	RMB2,873,045 (approximately HK\$3,591,306)	RMB2,394,204 (approximately HK\$2,992,755)

The above aggregate rentals paid by the Group are within the annual caps for the Previous Master Agreement of RMB3,768,000 (approximately HK\$4,710,000), RMB5,238,000 (approximately HK\$6,547,500) and RMB5,238,000 (approximately HK\$6,547,500) as set for the three years ending 31 December 2012 as disclosed in the Announcement.

PROPOSED ANNUAL CAP FOR THE TRANSACTIONS

The projected annual cap of the aggregate rentals and/or licence fees payable by the Group to FH 1937 Group for the Transactions contemplated under the New Master Agreement for the financial year ending 31 December 2013 is RMB3,810,000 (approximately HK\$4,800,000), which have been determined based on the current rentals for the properties leased by the Group from FH 1937 Group and after taking into account the adjustment of future rentals and an estimated demand for additional space for office, warehouse or store premises, etc, to cope with the business needs of the Group for the year 2013.

REASONS AND BENEFITS OF ENTERING INTO THE TRANSACTIONS

Given the affiliation between the Group and FH 1937 Group, the Group has been leasing office premises from FH 1937 Group in the past, and will continue to lease from and may have licence arrangements with FH 1937 Group for administrative convenience.

The terms of the New Master Agreement were agreed upon after arm's length negotiations between the Group and FH 1937 Group. The Directors (including the independent non-executive Directors) consider that the New Master Agreement was entered into on normal commercial terms and in the ordinary and usual course of business of the Group, and that the terms and the annual cap are fair and reasonable for the Group and the Shareholders as a whole.

Dr Victor Fung Kwok King and Dr William Fung Kwok Lun, both being directors of FH 1937, are considered to have a material interest in the Transactions by virtue of their interests in FH 1937, and therefore abstained from voting on the board resolution for approving the Transactions. Ms Sabrina Fung Wing Yee, being the daughter of Dr Victor Fung Kwok King, also abstained from voting on the said board resolution.

INFORMATION ON THE PARTIES

The Group is principally engaged in the retailing of high-end to luxury menswear brands in Greater China and Europe as well as licensing its major brands globally.

FH 1937 Group focuses on four main businesses – trading, logistics, distribution and retailing.

GENERAL

As FH 1937 is the controlling shareholder of the Company, members of FH 1937 Group (other than the Group) are connected persons of the Company. The Transactions constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. Given that the highest of the applicable percentage ratios calculated with reference to the proposed annual cap for the Transactions is more than 0.1% but less than 5%, the Transactions are therefore subject to the reporting and announcement requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“associate(s)”	has the meaning ascribed to it by the Listing Rules
“Board”	the board of Directors
“Company”	Trinity Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it by the Listing Rules
“controlling shareholder”	has the meaning ascribed to it by the Listing Rules
“Directors”	the directors of the Company
“FH 1937”	Fung Holdings (1937) Limited (formerly known as “Li & Fung (1937) Limited”), a company incorporated under the laws of Hong Kong, and a controlling shareholder of the Company
“FH 1937 Group”	FH 1937 and its associates (but excluding the Group), and Li & Fung Limited and its subsidiaries
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Master Agreement”	the new master agreement entered into between the Company and FH 1937 on 24 November 2012 in relation to the leasing of properties by the Group from FH 1937 Group, and/or the licensing of the right to use properties (or any part thereof) by FH 1937 Group to the Group

“percentage ratios”	has the meaning ascribed to it by the Listing Rules
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of shares in the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it by the Listing Rules
“Transactions”	the leasing of properties by the Group from FH 1937 Group, and/or the licensing of the right to use properties (or any part thereof) by FH 1937 Group to the Group as contemplated under the New Master Agreement
“%”	per cent

For illustration purposes in this announcement, the conversion rate of RMB1.00 = HK\$1.25 was adopted.

On Behalf of the Board
Wong Yat Ming
Director

Hong Kong, 25 November 2012

As at the date of this announcement, the Board comprises four executive directors, namely, Mr WONG Yat Ming, Mr Bruno LI Kwok Ho, Mr Danny LAU Sai Wing and Ms Sabrina FUNG Wing Yee; four non-executive directors, namely, Dr Victor FUNG Kwok King, GBM, GBS, CBE, Dr William FUNG Kwok Lun, SBS, OBE, JP, Mr Jose Hosea CHENG Hor Yin and Mr Jean-Marc LOUBIER; and four independent non-executive directors, namely, Mr Cassian CHEUNG Ka Sing, Mr Michael LEE Tze Hau, Ms Eva LI Kam Fun and Mr Patrick SUN.

** For identification purposes only*