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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 19 November 2013, the Company entered into the New Master Agreement with FH 1937 for a term of three years commencing on 1 January 2014 and ending on 31 December 2016 in respect of the property leasing and/or licensing arrangements with FH 1937 Group.

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, which are subject to the reporting and announcement requirements but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the Announcement dated 25 November 2012 relating to the entering into of the Previous Master Agreement in respect of the property leasing and/or licensing arrangements between the Group and FH 1937 Group for a term of one year from 1 January 2013 to 31 December 2013. The Directors consider that it is in the interest of the Group to continue such property leasing and/or licensing arrangements and to enter into the New Master Agreement with FH 1937 to provide a framework for such property 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 19 November 2013 in relation to the leasing of properties to the Group from FH 1937 Group, and/or the licensing of the right to use properties (or any part thereof) granted by FH 1937 Group to the Group. The New Master Agreement is for a term of three years commencing on 1 January 2014 and ending on 31 December 2016.

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 amount of the rentals paid by the Group to FH 1937 Group in respect of the leasing of properties for the ten months ended 31 October 2013 is RMB2,443,264 (approximately HK\$3,200,676), which is within the annual cap of RMB3,810,000 (approximately HK\$4,991,100) under the Previous Master Agreement as set for the year ending 31 December 2013 as disclosed in the Announcement.

PROPOSED ANNUAL CAPS FOR THE TRANSACTIONS

The projected annual caps 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 three financial years ending 31 December 2016 are set out below:

<u>Year ending</u> <u>31 December 2014</u>	<u>Year ending</u> <u>31 December 2015</u>	<u>Year ending</u> <u>31 December 2016</u>
RMB3,900,000 (approximately HK\$5,109,000)	RMB4,300,000 (approximately HK\$5,633,000)	RMB4,700,000 (approximately HK\$6,157,000)

The above projection has been determined based on the current rentals for the properties leased or licensed to 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 coming three years.

REASONS AND BENEFITS OF ENTERING INTO THE TRANSACTIONS

Given the affiliation between the Group and FH 1937 Group, historically the Group has been leasing office premises from FH 1937 Group, and will continue to have the property leasing and/or licensing 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 caps 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 and wholesale of high-end to luxury menswear in Greater China and Europe as well as licensing of its wholly owned 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 caps 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:

“Announcement”	the announcement of the Company dated 25 November 2012 relating to the Previous Master Agreement
“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, 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 19 November 2013 in relation to the leasing of properties to the Group from FH 1937 Group, and/or the licensing of the right to use properties (or any part thereof) granted 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
“Previous Master Agreement”	the master agreement dated 24 November 2012 in respect of the property leasing and/or licensing arrangements between the Group and FH 1937 Group for a term of one year from 1 January 2013 to 31 December 2013, details of which were disclosed in the Announcement
“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 to the Group from FH 1937 Group, and/or the licensing of the right to use properties (or any part thereof) granted by FH 1937 Group to the Group as contemplated under the New Master Agreement
“%”	per cent

For illustration purposes, the conversion rate of RMB1.00 = HK\$1.31 was adopted for this announcement.

By Order of the Board
WONG Yat Ming
Executive Director

Hong Kong, 19 November 2013

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*