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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 Board announces that on 13 November 2015, the Company entered into the Master Agreement with FH 1937 for a term of three years commencing on 1 January 2015 and ending on 31 December 2017 in connection with the FH 1937 Group providing the Sourcing Services for garments and fashion accessories.

As FH 1937 is the controlling shareholder of the Company, members of the FH 1937 Group (other than the Group) are connected persons of the Company. The Transactions constitute continuing connected transactions of the Company, which are subject to the reporting, announcement and annual review requirements but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

INTRODUCTION

In relation to the provision of sourcing and related services for garments and fashion accessories provided by members of the FH 1937 Group to the Group, on 13 November 2015, the Company entered into the Master Agreement with FH 1937 for a term of three years covering the period from 1 January 2015 to 31 December 2017 in connection with the FH 1937 Group providing the Sourcing Services for garments and fashion accessories, details of which are set out below.

MASTER AGREEMENT

Date

13 November 2015

Parties

- (1) The Company
- (2) FH 1937, the controlling shareholder of the Company

Transaction Nature

The Transactions are the provision of Sourcing Services for garments and fashion accessories by members of the FH 1937 Group to the Group from time to time.

The Company and FH 1937 will endeavour to procure the Group and the FH 1937 Group, respectively, to comply with the terms of the Master Agreement in respect of the Transactions contemplated thereunder.

Term

Three years from 1 January 2015 to 31 December 2017

Pricing Basis

The pricing of each of the Transactions will be determined by the relevant member of the FH 1937 Group and the relevant member of the Group (together, the “**Parties**”) at the time they enter into a Subsequent Agreement, with reference to the Parties’ specific requirements as well as the fees charged by independent third party suppliers. The Group will make reference to services provided by unrelated parties in similar scope to ensure that the fees and terms offered by the FH 1937 Group to the Group are either at market rate or at rate no less favourable than those available by unrelated third parties. The administrative expenses shall be reimbursed at cost.

When determining the terms of the commercial transaction(s), the Group will take into account a number of factors including but not limited to (i) price, (ii) payment and credit terms, (iii) complexity of the services, (iv) service level, (v) capacity, (vi) delivery schedule, (vii) compliance record, and (viii) quality control capability, and will benchmark these factors with independent suppliers so as to ensure that the terms offered by the FH 1937 Group are fair, reasonable and competitive.

Historical Figures (2012 – 2014)

Aggregate amounts paid by the Group to FH 1937 Group for the provision of sourcing and related services for garments and fashion accessories for the financial years ended 31 December 2012 to 2014 were as follows:

2012	2013	2014
HK\$2,196,760	HK\$1,640	HK\$609,511

Annual Caps (2015 – 2017)

Annual Caps for the financial years ending 31 December 2015 to 2017 are as follows:

2015	2016	2017
HK\$5,000,000	HK\$21,000,000	HK\$32,000,000

The above Annual Caps have been determined by reference to the previous transactions conducted and the historical transaction amounts as set out above, as well as the projected growth of the business and extension of scope of services.

REASONS AND BENEFITS OF ENTERING INTO THE TRANSACTIONS

FH 1937 Group has been providing sourcing and related services for garments and fashion accessories to the Group. By entering into the Master Agreement, the Group can leverage on the sourcing expertise of the FH 1937 Group, thereby enhancing the utilisation of the Group's current resources. In addition, the FH 1937 Group has a better understanding of the Group's business needs than other alternative service providers.

The terms of the Master Agreement were agreed upon after arm's length negotiations between the Company and FH 1937. The Directors (including the independent non-executive Directors) consider that the terms of the Master Agreement are on normal commercial terms or better, in the ordinary and usual course of business of the Group, and that the terms of the Master Agreement and the Annual Caps are fair and reasonable and the Transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

Dr Victor Fung Kwok King and Dr William Fung Kwok Lun, both being directors of the Company and also FH 1937, are considered to have a material interest in the Transactions, and therefore abstained from voting on the board resolutions approving the Transactions. Ms Sabrina Fung Wing Yee, being a director of the Company and 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 menswear in Greater China and Europe, as well as licensing its fully owned brands globally.

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

LISTING RULES IMPLICATIONS

As FH 1937 is the controlling shareholder of the Company, members of the FH 1937 Group (other than the Group) are connected persons of the Company. The Transactions constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. The highest applicable percentage ratio calculated with reference to the Annual Caps for the Transactions is more than 0.1% but less than 5%. The Transactions are therefore subject to the reporting, announcement and annual review requirements but are exempted 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:

“Annual Caps”	maximum aggregate annual value of the Transactions projected for years 2015 to 2017 respectively
“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 in Hong Kong with limited liability, and a controlling shareholder of the Company
“FH 1937 Group”	FH 1937 and its associates (including Li & Fung Limited and Global Brands Group Holding Limited and their respective subsidiaries) but excluding the Group Li & Fung Limited and Global Brands Group Holding Limited are companies incorporated in Bermuda with limited liabilities, and their shares are listed on the Stock Exchange
“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 People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Master Agreement”	the master agreement entered into between the Company and FH 1937 on 13 November 2015 in relation to the provision of the Sourcing Services by FH 1937 Group to the Group for a term of three years from 1 January 2015 to 31 December 2017
“percentage ratios”	has the meaning ascribed to it by the Listing Rules
“Shareholder(s)”	holder(s) of shares in the Company
“Sourcing Services”	the provision of sourcing and related services, including (i) providing product samples and price quotations from potential suppliers; (ii) assisting in the negotiation of pricing and commercial terms with suppliers; (iii) liaising with suppliers at all stages of the production process; (iv) carrying out quality assurance and quality control inspections on suppliers; and (v) facilitating import and customs documentation for finished products

“ Stock Exchange ”	The Stock Exchange of Hong Kong Limited
“ Subsequent Agreement ”	the individual agreement(s) to be entered into between the Group and the FH 1937 Group for the Transactions from time to time
“ subsidiary(ies) ”	has the meaning ascribed to it by the Listing Rules
“ Transactions ”	the transactions contemplated under the Master Agreement
“ % ”	per cent

By Order of the Board
Richard Samuel COHEN
Chief Executive Officer & Executive Director

Hong Kong, 13 November 2015

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

** For identification purposes only*