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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 22 December 2015, the Company entered into the Master Agreement with FH 1937 for sales of garments and fashion accessories by the Group to the FH 1937 Group for a term of three years commencing on 1 January 2015 and ending on 31 December 2017.

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 circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

In relation to sales of garments and fashion accessories by the Group to the FH 1937 Group, on 22 December 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, details of which are set out below.

MASTER AGREEMENT

Date

22 December 2015

Parties

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

Subject Matter

Pursuant to the Master Agreement, the Group should enter into Subsequent Agreements with the FH 1937 Group in relation to sales of garments and fashion accessories by the Group to the FH 1937 Group.

Term

Three years from 1 January 2015 to 31 December 2017

Pricing Basis

The pricing of each Transaction will be determined by the relevant member of the FH 1937 Group and the relevant member of the Group (together, the “Parties”) on an arm’s length basis at the time they enter into a Subsequent Agreement, with reference to the Parties’ specific requirements as well as the selling price of the relevant products to independent third party customers. The prices and terms offered by the Group to the FH 1937 Group in respect of each Transaction will be either at market rate or at rate no less favourable to the Group than those offered to independent third parties.

When determining the terms of the Transaction(s), the Group will take into account a number of factors including but not limited to (i) price to be offered to independent third party customers, (ii) quantity, (iii) payment and credit terms, (iv) promotion of brand awareness and will benchmark these factors with independent third party customers so as to ensure that the terms to be offered to FH 1937 Group are fair and reasonable.

Annual Caps (2015 – 2017)

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

2015	2016	2017
HK\$80,000,000	HK\$85,000,000	HK\$90,000,000

The above Annual Caps have been determined by reference to business projections.

REASONS AND BENEFITS OF ENTERING INTO THE TRANSACTIONS

FH 1937 Group has been developing retail and wholesale business for garments and fashion accessories to worldwide customers. By entering into the Master Agreement, the Group can leverage on the distribution channels of the FH 1937 Group. This will help the Group to reach the products to a wider customer base in a short period of time.

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, 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 OF 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 circular and independent shareholders' approval requirements 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, its subsidiaries and 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 respectively
“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 22 December 2015 in relation to sales of garments and fashion accessories by the Group to FH 1937 Group for a term of three years from 1 January 2015 to 31 December 2017
“percentage ratios”	has the meaning ascribed to it under Chapter 14 of the Listing Rules
“Shareholder(s)”	holder(s) of shares in the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsequent Agreement(s)”	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, 22 December 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