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TRINITY

TRINITY LIMITED

利邦控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 891)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of Trinity Limited (the “**Company**”) will be held at 11:30 a.m. on Wednesday, 17 January 2018 at Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong for the purposes of considering and, if thought fit, passing with or without amendment, the following resolutions of the Company as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the entering into of the conditional subscription agreement (the “**Subscription Agreement**”, a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) among Shandong Ruyi International Fashion Industry Investment Holding Company Limited (the “**Subscriber**”), the Company and Fung Trinity Investments Limited dated 8 November 2017 in relation to the subscription by the Subscriber (or the Subscriber Nominee) of an aggregate of 1,846,000,000 shares in the Company of HK\$0.10 each (the “**Subscription Shares**”) at the subscription price of HK\$1.20 per Subscription Share to be issued by the Company and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) all the transactions contemplated under the Subscription Agreement including but not limited to specific mandate to allot and issue the Subscription Shares by the Company; and
- (c) the directors of the Company (the “**Directors**”) (or a duly authorised committee thereof) be and are hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the Directors (or a duly authorised committee thereof), may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Subscription Agreement and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors (or a duly authorised committee thereof), in the interests of the Company.”

* *For identification purposes only*

2. “**THAT**, subject to the passing of ordinary resolution numbered 1 and the Executive Director (or any delegate of the Executive Director) of the Corporate Finance Division of the Securities and Futures Commission granting to the Subscriber Nominee the waiver (the “**Whitewash Waiver**”) pursuant to Note 1 to the Notes on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers from any obligation on the part of the Subscriber Nominee to make a mandatory general offer for all the securities of the Company not already owned or agreed to be acquired by the Subscriber and parties acting in concert with it which would otherwise arise as a result of the Subscriber Nominee subscribing for the Subscription Shares, the Whitewash Waiver be and is hereby approved, and that any one or more of the Directors be and is hereby authorised to do all such acts and things and execute all such documents as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”
3. “**THAT**, subject to the passing of ordinary resolutions numbered 1 and 2 above, the authorised share capital of the Company be increased from HK\$400,000,000 divided into 4,000,000,000 Shares to HK\$500,000,000 divided into 5,000,000,000 Shares by the creation of an additional 1,000,000,000 Shares (the “**Authorised Share Capital Increase**”) and any one or more of the Directors be and is hereby authorised for and on behalf of the Company to execute all such documents and to do all such acts and things as he/she considers desirable, necessary or expedient in connection with and to give effect to the Authorised Share Capital Increase.”

By Order of the Board
Christiana Y W YIU
Company Secretary

Hong Kong, 22 December 2017

Notes:

In order to determine the right to attend the SGM, the register of members of the Company will be closed from Monday, 15 January 2018 to Wednesday, 17 January 2018 (both days inclusive), during which no transfer of Shares can be registered. Members who are entitled to attend and vote at the SGM are those whose names appear on the Register of Members of the Company on Monday, 15 January 2018. In order to be eligible to attend the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 pm on Friday, 12 January 2018.

A member entitled to attend and vote at the above meeting may appoint one or, if he/she holds two or more shares, more than one proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.

In order to be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority shall be deposited with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at the above address not less than 48 hours before the time appointed for the meeting or any adjourned meeting. The proxy form is published on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.trinitygroup.com.

As at the date of this notice, the Board comprises two executive directors, namely Mr Jeremy Paul Egerton HOBBS and Mr Srinivasan PARTHASARATHY; six 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 Terence FUNG Yue Ming, 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.