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TRINITY LIMITED

利邦控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 891)

INSIDE INFORMATION

(1) ANNOUNCEMENT PURSUANT TO RULE 3.2 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS;

AND

(2) RESUMPTION OF TRADING

This announcement is made by Trinity Limited (the “**Company**”) pursuant to Rule 3.2 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “**SFO**”).

Pursuant to Rule 3.2 of the Takeovers Code, Rule 13.09 of the Listing Rules and inside information provisions under Part XIVA of the SFO

The board (the “**Board**”) of directors (the “**Directors**”) wishes to advise shareholders of the Company that discussions have taken place between the Company and an independent third party (the “**Potential Subscriber**”), and a non-legally binding agreement-in-principle has been reached which, if it materialises, may result in a possible subscription of new shares of the Company (the “**Shares**”) by the Potential Subscriber (the “**Possible Transaction**”). A deposit of HK\$72,000,000 has also been received by the Company from the Potential Subscriber, which shall be applied towards part payment of the total consideration of the Possible Transaction upon completion. Discussions between the Company and the Potential Subscriber are still underway and no legally binding agreement has been entered into in respect of the Possible Transaction as at the date of this announcement. Further announcement will be made as soon as terms of the Possible Transaction have been finalised and legally binding agreement has been entered into.

Should the Possible Transaction materialise and is consummated, it may lead to a change in control of the Company and a mandatory general offer, pursuant to Rule 26.1 of the Takeovers Code, being made for all the Shares and other relevant securities, if any, of the Company (other than those already owned by or agreed to be acquired by the Potential Subscriber and parties acting in concert with it) unless a whitewash waiver is granted by the Executive (as defined in the Takeovers Code) to the Potential Subscriber waiving the said obligation for the mandatory general offer (the “**Whitewash Waiver**”).

Completion of the Possible Transaction will be subject to (among other things) the Executive having granted the Whitewash Waiver. It is currently contemplated that if the Whitewash Waiver is not granted by the Executive, the Possible Transaction will not proceed.

It is expected that notwithstanding the completion of the Possible Transaction, should it materialise, the Fung Retailing group and its associates, currently holding approximately 40.95% of the Shares, will remain as a substantial shareholder in the Company.

Updates

Monthly announcement(s) setting out the progress of the discussions between the Company and the Potential Subscriber in relation to the Possible Transaction will be made until the announcement of firm intention to proceed with the Possible Transaction or of a decision not to proceed with the Possible Transaction is made.

Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

WARNING: Shareholders of the Company and potential investors are advised that no legally binding or definitive agreement has been entered into in respect of the Possible Transaction as at the date of this announcement. Accordingly, there is no certainty that the Possible Transaction or any similar transaction will materialise or eventually be consummated and the discussions may or may not lead to a general offer. Further, shareholders of the Company and potential investors should note that the Possible Transaction is subject to, among other things, the final decisions of the board of directors of the Company. Accordingly, there is no assurance that the Possible Transaction will take place or as to when it may take place. Shareholders of the Company and potential investors are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.

Resumption of Trading

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 9 October 2017 pending the release of this announcement.

Application has been made to the Stock Exchange for the resumption of trading of the Shares on the Stock Exchange with effect from 9:00 a.m. on 10 October 2017.

By Order of the Board
Jeremy Paul Egerton HOBBS
Chief Executive Officer & Executive Director

Hong Kong, 9 October 2017

As at the date of this announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

** For identification purposes only*