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TRINITY LIMITED
利邦控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 891)

**(1) POLL RESULTS OF SPECIAL GENERAL MEETING
HELD ON 17 JANUARY 2018
AND
(2) GRANT OF WHITEWASH WAIVER**

Reference is made to the circular of Trinity Limited (“**Company**”) dated 22 December 2017 (“**Circular**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE SGM

At the special general meeting (“**SGM**”) of the Company held on 17 January 2018, all the proposed ordinary resolutions as set out in the notice of SGM dated 22 December 2017 were voted on by poll. The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the SGM for the purposes of vote-taking.

As at the date of SGM, a total of 1,746,528,883 shares of the Company were in issue and entitled the holders of which to attend and vote at the SGM.

The Company is pleased to announce that all the resolutions were duly passed as ordinary resolutions at the SGM and the voting details were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To confirm, approve and ratify the entering into of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Subscription Shares	315,517,779 (99.92%)	238,000 (0.08%)
2.	Subject to the passing of the ordinary resolution numbered 1 above, to approve the Whitewash Waiver and to authorise the Directors to do all such acts and things and execute all such documents to implement and/or give effect to the Whitewash Waiver	315,517,779 (99.92%)	238,000 (0.08%)
3.	Subject to the passing of the ordinary resolutions numbered 1 and 2 above, to approve the Authorised Share Capital Increase	1,010,609,834 (99.98%)	226,000 (0.02%)

As more than 50% of the votes were cast in favour of each of the above resolutions, the above resolutions were duly passed as ordinary resolutions.

Notes:

1. The full text of the ordinary resolutions is set out in the notice of the SGM.
2. As at the date of the SGM, the total number of Shares in issue was 1,746,528,883 Shares.
3. In accordance with the Listing Rules and Takeovers Code and as disclosed in the Circular, FTIL, Renown, Dr Victor FUNG Kwok King, Dr William FUNG Kwok Lun, Ms Sabrina FUNG Wing Yee, Mr WONG Yat Ming, Mr Jeremy Paul Egerton HOBBS and Mr Srinivasan PARTHASARATHY and parties acting in concert with any of them (including Mr Terence FUNG Yue Ming) and all other Shareholders who are interested in or involved in the Subscription and the Whitewash Waiver (which are interested in an aggregate of 793,588,251 Shares as at the date of the SGM, representing approximately 45.438% of the issued Shares as at the date of the SGM) were required to abstain and have abstained from voting on the ordinary resolutions no. 1 and no. 2 to approve the Whitewash Waiver and to authorise the Directors to do all such acts and things and execute all such documents to implement and/or give effect to the Whitewash Waiver. Therefore, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions no. 1 and no. 2 at the SGM was 952,940,632 Shares, representing approximately 54.56% of the issued Shares as at the date of the SGM.
4. No Shareholder was required to abstain from voting on the ordinary resolution no. 3 to approve the Authorised Share Capital Increase. Therefore, the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution no. 3 at the SGM was 1,746,528,883 Shares.
5. Save as disclosed above, there was no Shareholder who (a) was entitled to attend and abstain from voting in favour of the resolutions at the SGM as set out in Rule 13.40 of the Listing Rules; and (b) has stated his/her intention in the Circular to vote against or to abstain from voting on the resolutions at the SGM.

GRANT OF THE WHITEWASH WAIVER

On 12 January 2018, the Executive has granted the Whitewash Waiver, subject to (a) the issue of the new securities being approved by a vote of the independent shareholders at a general meeting of the Company, to be taken on a poll; and (b) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber Nominee, the Subscriber and parties acting in concert with any of them between the announcement of the proposed issue of the new securities and the completion of the issue. The aforementioned condition (a) has been fulfilled as at the date of this announcement.

EFFECT OF THE SUBSCRIPTION ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company (*Note 1*):

- (i) as at the date of this announcement;
- (ii) immediately upon Completion and assuming none of the outstanding Shares Options have been exercised; and
- (iii) immediately upon Completion and assuming all the outstanding Share Options have been exercised.

Name of Shareholder	(i) As at the date of this announcement		(ii) Immediately upon Completion and assuming none of the outstanding Share Options have been exercised		(iii) Immediately upon Completion and assuming all the outstanding Share Options have been exercised	
	No. of Shares	Approx %	No. of Shares	Approx %	No. of Shares	Approx %
		(Note 2)		(Note 2)		(Note 2)
FTIL and parties acting in concert with it (Notes 3, 4, 5, 6)						
– FTIL (Note 3a)	616,413,760	35.29	616,413,760	17.16	616,413,760	17.06
– William FUNG Kwok Lun (Note 4)	23,570,000	1.35	23,570,000	0.66	23,570,000	0.65
– Step Dragon Enterprise Limited (Note 4)	14,500,000	0.83	14,500,000	0.40	14,500,000	0.40
– First Island Developments Limited (Note 3b)	25,244,000	1.45	25,244,000	0.70	25,244,000	0.70
– Trinity Management Limited (Note 5)	32,613,795	1.87	32,613,795	0.91	32,613,795	0.90
– Sabrina FUNG Wing Yee (Note 6)	2,800,000	0.16	2,800,000	0.08	3,800,000	0.11
Sub-total	715,141,555	40.95	715,141,555	19.91	716,141,555	19.82
Directors (other than Victor FUNG Kwok King, Sabrina FUNG Wing Yee and William FUNG Kwok Lun)						
– Terence FUNG Yue Ming	50,000	0.003	50,000	0.001	50,000	0.001
– Jeremy Paul Egerton HOBBS (Note 7)	5,934,500	0.34	5,934,500	0.17	7,934,500	0.22
– Srinivasan PARTHASARATHY (Note 8)	70,000	0.004	70,000	0.002	1,820,000	0.05
– WONG Yat Ming	50,976,563	2.92	50,976,563	1.42	50,976,563	1.41
Directors of the Company's subsidiaries (other than the Directors)	8,668,000	0.50	8,668,000	0.24	13,248,000	0.37
The Subscriber and parties acting in concert with it (Notes 9, 10)						
– The Subscriber Nominee (Note 9)	0	0.00	1,846,000,000	51.38	1,846,000,000	51.10
– Renown (Note 10)	21,415,633	1.23	21,415,633	0.60	21,415,633	0.59
Sub-total	21,415,633	1.23	1,867,415,633	51.98	1,867,415,633	51.69
Public Shareholders	944,272,632	54.06	944,272,632	26.28	955,112,632	26.44
Total	1,746,528,883	100.000	3,592,528,883	100.000	3,612,698,883	100.000

Notes:

- The figures above assume that other than the Subscription Shares and the Shares which may be issued pursuant to the exercise of the Share Options, no further Shares were issued or repurchased by the Company in each case on or after the date of the Subscription Agreement, and up to the Completion Date.
- The percentages in the table above may not aggregate to 100% due to rounding differences.

3. Each of Dr Victor FUNG Kwok King and Ms Sabrina FUNG Wing Yee (daughter of Dr Victor FUNG Kwok King and as his family member) are deemed to have interests in 641,657,760 Shares, which are held in the following manner:
 - a. 616,413,760 Shares are directly held by FTIL, an indirect wholly-owned subsidiary of King Lun Holdings Limited (“**King Lun**”). King Lun is owned as to 50% by HSBC Trustee (C.I.) Limited as trustee of a trust (“**Trustee**”) established for the benefit of the family members of Dr Victor FUNG Kwok King and as to 50% by Dr William FUNG Kwok Lun; and
 - b. 25,244,000 Shares are directly held by First Island Developments Limited, a company wholly owned by the Trustee.
4. Among a total of 654,483,760 Shares interested by Dr William FUNG Kwok Lun:
 - a. 616,413,760 Shares are under the same block of shares indirectly held by King Lun as mentioned in Note 3a above; and
 - b. 14,500,000 Shares are directly held by Step Dragon Enterprise Limited, a company beneficially owned by Dr William FUNG Kwok Lun; and 23,570,000 Shares are personally held by him.
5. 32,613,795 Shares are directly held by Trinity Management Limited, a company owned by the spouse of Dr Victor FUNG Kwok King. Therefore, Dr Victor FUNG Kwok King is deemed to be interested in these Shares. By adding up the interests mentioned in Note 3 above, Dr Victor FUNG Kwok King is deemed to be interested in an aggregate of 674,271,555 Shares.
6. Ms Sabrina FUNG Wing Yee has personal interests of 2,800,000 Shares and 1,000,000 underlying Shares deriving from Share Options. By adding up the interests mentioned in Note 3 above, Ms Sabrina FUNG Wing Yee is deemed to be interested in an aggregate of 645,457,760 Shares.
7. Among the 5,934,500 Shares interested by Mr Jeremy Paul Egerton HOBBS, 1,700,000 Shares are held by Private Investors Limited, a company ultimately owned by him and 4,234,500 Shares are held by a trust of which he is a beneficiary. He also has personal interests of 2,000,000 underlying Shares deriving from Share Options.
8. Mr Srinivasan PARTHASARATHY has personal interests of 70,000 Shares and 1,750,000 underlying Shares deriving from Share Options.
9. The Subscriber has notified the Company that it will nominate the Subscriber Nominee to subscribe for the Subscription Shares pursuant to the terms of the Subscription Agreement.
10. Renown, a company in which the Subscriber directly and indirectly through a subsidiary holds a 52.99% equity interest, is interested in 21,415,633 Shares.

As at the date of this announcement, conditions precedent set out in the paragraph in the section headed “Conditions of the Subscription” in the Letter from the Board of the Circular (other than sub-paragraphs (iv), (vii), (viii) and (ix)) have been fulfilled. Since Completion remains subject to the fulfillment (or, if applicable, waiver) of the remaining conditions, the Subscription may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares. The Company will make a further announcement should the Completion take place.

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

Hong Kong, 17 January 2018

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 accuracy of the information contained in this announcement (other than information relating to the Subscriber and the Subscriber Nominee) and confirm, having made all reasonable enquiries, 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.

The directors of the Subscriber, namely, QIU Yafu (and also in his capacity as the direct majority shareholder of the Subscriber), QIU Dong, SUN Weiyang, SUN Liming, WANG Yan, CUI Juyi and ZHOU Hungma, jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Group) contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Company) 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*