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**TRINITY LIMITED**

**利邦控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 891)**

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

**AND**

**(2) NON-COMPLIANCE WITH RULE 3.10A AND RULE 3.25 OF  
THE LISTING RULES AND DEVIATION FROM CODE PROVISION A.5.1  
OF CORPORATE GOVERNANCE CODE OF THE LISTING RULES**

The Board announces that Mr Michael LEE Tze Hau resigned as an Independent Non-executive Director of the Company and ceased to act as the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Board with effect from 31 July 2019.

Following the resignation of Mr Michael LEE Tze Hau, the Company is not in compliance with Rule 3.10A and Rule 3.25 of the Listing Rules and deviates from code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

**Resignation of Independent Non-executive Director and Change in Composition of Board Committees**

The board of directors (the “Board”) of Trinity Limited (the “Company”) announces that, due to the need to devote more time to his other personal commitments, Mr Michael LEE Tze Hau (“Mr Lee”) resigned as an Independent Non-executive Director of the Company and ceased to act as the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Board with effect from 31 July 2019.

Mr Lee has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Mr Lee joined the Board on 1 October 2008 and had served on the Board for more than ten years. The Board wishes to express its sincere gratitude to Mr Lee for his invaluable contribution during the past years.

## **Non-compliance with Rule 3.10A and Rule 3.25 of the Listing Rules and Deviation from Code Provision A.5.1 of the Corporate Governance Code of the Listing Rules**

Following the resignation of Mr Lee: (i) the Board comprises 13 directors of which only four are Independent Non-executive Directors (i.e. Independent Non-executive Directors account for less than one-third of the Board); (ii) the Remuneration Committee comprises two members of which only one (who is the committee chairman) is an Independent Non-executive Director (i.e. Independent Non-executive Director does not account for the majority); and (iii) the Nomination Committee comprises two members of which only one (who is not the committee chairman) is an Independent Non-executive Director (i.e. Independent Non-executive Director does not account for the majority and is not the committee chairman). As a result, the Company is not in compliance with Rule 3.10A and Rule 3.25 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and deviates from code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

The Board is making its best endeavours to identify a suitable candidate to fill the vacancy of Independent Non-executive Director and appoint a new chairman of the Nomination Committee and a new member of the Remuneration Committee in order to comply with the relevant Listing Rules requirements as soon as possible. Further announcement(s) will be made in relation to such appointments as and when appropriate.

By Order of the Board

**QIU Yafu**

*Chairman*

Hong Kong, 31 July 2019

*As at the date of this announcement, the Board comprises five executive directors, namely Ms SUN Weiyang (Chief Executive Officer), Mr Paul David HAOUZI (President), Ms QIU Chenran, Ms SU Xiao and Mr Kelvin HO Cheuk Yin (Chief Strategy Officer); four non-executive directors, namely Mr QIU Yafu (Chairman), Ms Sabrina FUNG Wing Yee (Deputy Chairman), Mr WONG Yat Ming and Mr Daniel LALONDE; and four independent non-executive directors, namely Mrs Eva CHENG LI Kam Fun, Mr Patrick SUN, Mr Victor HUANG and Mr YANG Dajun.*