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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 Directors announce that on 25 August 2010, the Company entered into the Master Agreement with LF 1937 for a term commencing on 8 October 2010 and ending on 31 December 2012.

The Transactions constitute continuing connected transactions for the Group which are subject to the reporting and announcement requirements but are exempted from the independent shareholders' approval under Chapter 14A of the Listing Rules.

BACKGROUND INFORMATION

References are made to the tenancies relating to the leasing of office premises in Shanghai, PRC (collectively, the "Shanghai Tenancy Agreements") by the Shanghai PRC Companies, being wholly-owned subsidiaries of the Company, from the Landlord, an associate of LF 1937, which will expire on 7 October 2010. Details of the leasing arrangements were disclosed in the section headed "Connected Transactions – B. Non-exempt Continuing Connected Transactions" of the Prospectus. The Directors consider that it is in the interest of the Group to continue such leasing arrangements and to enter into the Master Agreement with LF 1937 to provide a framework for the leasing of properties by the Group from the LF 1937 Group.

THE MASTER AGREEMENT

The Company entered into the Master Agreement with LF 1937 on 25 August 2010 in relation to the leasing of properties by the Group from the LF 1937 Group. The Master Agreement is for a term from 8 October 2010 to 31 December 2012.

Pursuant to the Master Agreement, rentals and management fees for the properties were negotiated between the parties with reference to the then prevailing market rates and on normal commercial terms. Therefore, the Directors consider the level of rentals and management fees payable by the Group to be fair and reasonable to the Group. The payments of rentals and management fees will be made in cash by the Group to the LF 1937 Group.

HISTORICAL FIGURES

	<u>Year ended 31 December 2009</u>	<u>Seven months ended 31 July 2010</u>
Aggregate rentals and management fees paid by the Group to LF 1937 Group	RMB3,325,476 (approximately HK\$3,791,043)	RMB1,939,861 (approximately HK\$2,211,442)
	<u>Year ended 31 December 2009</u>	<u>Year ending 31 December 2010</u>
Original annual cap (<i>Note</i>)	RMB3,325,476 (approximately HK\$3,791,043)	RMB2,556,683 (approximately HK\$2,914,619)

Note: The original annual cap set for the year ending 31 December 2010 of RMB2,556,683 (approximately HK\$2,914,619) was for the aggregate rentals and management fees of the tenancies under the Shanghai Tenancy Agreements for the period from 1 January to 7 October 2010 (the date on which the Shanghai Tenancy Agreements expire).

PROPOSED ANNUAL CAPS FOR THE TRANSACTIONS

<u>Year ending 31 December 2010</u>	<u>Year ending 31 December 2011</u>	<u>Year ending 31 December 2012</u>
RMB3,768,000 (approximately HK\$4,296,000) <i>(Note)</i>	RMB5,238,000 (approximately HK\$5,971,000)	RMB5,238,000 (approximately HK\$5,971,000)

Note: The proposed annual cap for the year ending 31 December 2010 of RMB3,768,000 (approximately HK\$4,296,000) includes the aggregate rentals and management fees of the tenancies under the Shanghai Tenancy Agreements for the period from 1 January to 7 October 2010.

The above projected annual caps of the aggregate rentals and management fees payable by the Group to the LF 1937 Group for the Transactions have been determined based on the current rentals and management fees of the properties leased by the Group from the LF 1937 Group and after taking into account the future rental and management fee adjustments and an estimated demand for additional space for office premises to cope with the business needs of the Group.

REASONS AND BENEFITS OF ENTERING INTO THE TRANSACTIONS

Given the affiliation between the Group and the LF 1937 Group, the Group has been leasing office premises from the LF 1937 Group in the past and will continue to do so for administrative convenience.

The terms of the Master Agreement were agreed upon after arm's length negotiations between the Group and the LF 1937 Group. The Directors (including the independent non-executive Directors) consider that the Master Agreement was entered into on normal commercial terms and in the ordinary and usual course of business of the Group, and that the terms and the annual caps are fair and reasonable for the Group and the Shareholders as a whole.

Dr Victor Fung Kwok King, Dr William Fung Kwok Lun and Ms Sabrina Fung Wing Yee, by virtue of their deemed shareholding interests in LF 1937, had abstained from voting on the relevant board resolution as required by the Company's Bye-law or the Listing Rules.

INFORMATION ON THE PARTIES

The Group is principally engaged in the management of international menswear brands, namely Kent & Curwen, Cerruti 1881, Gieves & Hawkes, D'URBAN, Intermezzo and Altea, in the Greater China and also operates joint ventures with Salvatore Ferragamo in South Korea and various countries in the Southeast Asia.

The LF 1937 Group focuses on three main businesses – sourcing and export trading, distribution and logistics, and retailing.

GENERAL

As LF 1937 is the controlling shareholder of the Company, LF 1937 and its associates (other than the Group) are connected persons of the Company. Accordingly, the Transactions constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. Given that the applicable percentage ratios calculated with reference to the proposed annual caps for the Transactions are less than 5%, the Transactions are therefore subject to the reporting and announcement requirements but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“associate”	has the meaning ascribed to it by the Listing Rules
“Company”	Trinity Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it by the Listing Rules
“controlling shareholder”	has the meaning ascribed to it by the Listing Rules
“Directors” or “Board”	the directors of the Company
“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 PRC
“Landlord”	上海利豐物業管理有限公司 (English translated name: Shanghai LiFung Property Management Co. Ltd.), an associate of LF 1937
“LF 1937”	Li & Fung (1937) Limited, a company incorporated under the laws of Hong Kong, and a controlling shareholder of the Company
“LF 1937 Group”	LF 1937 and its associates (including Li & Fung Limited and its subsidiaries) but excluding the Group

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Master Agreement”	the master agreement entered into between the Company and LF 1937 on 25 August 2010 in relation to the leasing of properties by the Group from the LF 1937 Group
“percentage ratios”	has the meaning ascribed to it by the Listing Rules
“PRC”	the People’s Republic of China
“Prospectus”	the Company’s prospectus dated 21 October 2009
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai PRC Companies”	利邦(上海)服裝貿易有限公司 (English translated name: LiFung Trinity China Distribution (Shanghai) Limited) and 利永(上海)時裝商貿有限公司 (English translated name: Trinity China Distributions (Shanghai) Limited), both being wholly-owned subsidiaries of the Company
“Shanghai Tenancy Agreements”	the existing tenancy agreements in respect of the leasing of Rooms 601 and 602, 6/F, LiFung Plaza Main Building, 2000 Yishan Road, Minhang District, Shanghai, PRC (上海市閔行區宜山路2000號利豐廣場主樓6樓601-602室) entered into between the Shanghai PRC Companies and the Landlord on 28 September 2007
“Shareholder(s)”	holder(s) of shares in the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it by the Listing Rules
“Transactions”	the transactions contemplated under the Master Agreement
“%”	per cent

For illustration purposes in this announcement, the conversion rate of RMB1.00 = HK\$1.14 was adopted.

On Behalf of the Board
Wong Yat Ming
Director

Hong Kong, 25 August 2010

As at the date of this announcement, the board of directors of the Company comprises three executive directors, namely Mr WONG Yat Ming, Mr Bruno LI Kwok Ho and Ms Sabrina FUNG Wing Yee; four non-executive directors, namely Dr Victor FUNG Kwok King, GBM, GBS, CBE, Dr William FUNG Kwok Lun, SBS, OBE, JP, Mr Jeremy Paul Egerton HOBBS and Mr Jose Hosea CHENG Hor Yin; and four independent non-executive directors, namely Mr Patrick SUN, Mr Cassian CHEUNG Ka Sing, Mr Michael LEE Tze Hau and Mr Jean-Marc LOUBIER.

** For identification purposes only*