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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 TRANSACTION

The Board announces that on 22 August 2012, the Company entered into the New Agreement with BLS Holdings for a term of four months from 1 September 2012 to 31 December 2012 in connection with the provision of the Services by the Group to the BLS-PL Group on the expiry of the Existing Agreement on 31 August 2012.

The Transaction constitutes a continuing connected transaction for the Company which is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

BACKGROUND

Reference is made to the disclosure in the Prospectus in relation to an agreement dated 13 October 2009 entered into between the Company and BLS Holdings relating to the provision of management services to the BLS-PL Group by the Group for the management of certain brands (including 'Uffizi', 'Gibo' and 'Leo') for a term of 36 months from 1 September 2009 to 31 August 2012.

As disclosed in the Prospectus, the BLS-PL Group was in the process of discontinuing the businesses of 'Uffizi' and 'Gibo' brands. As at the date of this announcement, these brands have been discontinued and thus 'Leo' is the only brand covered in the Existing Agreement since then.

On 22 August 2012, the Company and BLS Holdings entered into the New Agreement, pursuant to which the Group will continue to provide the existing services to the BLS-PL Group for a term of four months after expiry of the Existing Agreement on 31 August 2012.

NEW AGREEMENT

Date

22 August 2012

Parties

- (1) The Company
- (2) BLS Holdings

Transaction Nature

The Company agreed to provide (or procure the members of the Group to provide) management services to the BLS-PL Group in connection with its business of 'Leo' brand. The scope of the Services, which is the same as those provided under the Existing Agreement, includes front-end management services (such as services relating to product development or design, product sourcing, retail management and marketing) and back office support (such as services relating to accounting and treasury, corporate compliance, management information systems, human resources and lease administration).

Term

Four months from 1 September 2012 to 31 December 2012

Service Fees

BLS-PL Group shall pay to the Company a monthly service fee of HK\$1,750,000 in cash in arrears on or before 30 days after the end of each month during the term stated above. The aggregate amount of the service fees payable by BLS-PL Group to the Company under the New Agreement is HK\$7,000,000.

Pricing Basis

The amount of service fees payable by BLS-PL Group to the Company stated above is the same as the amount of service fees currently payable under the Existing Agreement on a monthly basis, and is determined after arm's length negotiation and on a cost-plus basis with reference to management experience and estimated time spent.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The terms of the New Agreement were agreed upon after arm's length negotiations between the Company and BLS Holdings. By entering into this New Agreement, the Group can continue to generate income during the term of the New Agreement whilst having a smooth hand-over of the managed services back to the BLS-PL Group.

The Directors (including the independent non-executive Directors) consider that the New Agreement was entered into on normal commercial terms and in the ordinary and usual course of business of the Group, and that the terms thereof (including the service fees payable by BLS-PL Group to the Company) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Dr Victor Fung Kwok King and Dr William Fung Kwok Lun, both being directors of FH 1937 (which is the holding company of BLS Holdings), are considered to have a material interest in the Transaction by virtue of their interests in FH 1937, and therefore abstained from voting on the board resolution for approving the Transaction. Ms Sabrina Fung Wing Yee, being the daughter of Dr Victor Fung Kwok King, also abstained from voting on the said board resolution.

INFORMATION ON THE PARTIES

The Group is principally engaged in the retail and wholesale of menswear under self-owned brands (namely Kent & Curwen, Cerruti, Gieves & Hawkes) and licensed brands (namely D'URBAN and Intermezzo) in the Greater China Region, and retailing and licensing businesses in Europe. The Group also operates joint ventures with Salvatore Ferragamo in South Korea and various countries in the Southeast Asia.

BLS Holdings is an investment holding company and its subsidiaries (including the BLS-PL Group) engage in the retailing and wholesaling of garment products.

IMPLICATIONS UNDER THE LISTING RULES

As FH 1937 is a controlling shareholder of the Company and BLS Holdings is an indirect wholly-owned subsidiary of FH 1937, BLS Holdings is a connected person of the Company. Accordingly, the Transaction constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. Given that the highest of the applicable percentage ratios calculated for the Transaction is more than 0.1% but less than 5%, the Transaction is therefore subject to the reporting and announcement requirements but exempt 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:

“BLS Holdings”	BLS Holdings Limited, a limited liability company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of FH 1937
“BLS (Private Labels)”	BLS (Private Labels) Holdings Limited, a limited liability company incorporated in the British Virgin Islands and a wholly-owned subsidiary of BLS Holdings
“BLS-PL Group”	BLS (Private Labels) and its subsidiaries
“Board”	the board of Directors
“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”	the directors of the Company

“Existing Agreement”	the agreement entered into between the Company and BLS Holdings on 13 October 2009 in relation to the provision of management services by the Group to the BLS-PL Group for the management of certain brands
“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
“FH 1937”	Fung Holdings (1937) Limited (formerly “Li & Fung (1937) Limited”), a company incorporated under the laws of Hong Kong and a controlling shareholder of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Agreement”	the agreement entered into between the Company and BLS Holdings on 22 August 2012 in relation to the provision of the Services by the Group to the BLS-PL 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
“Services”	the services provided by the Group to the BLS-PL Group under the New Agreement, and as described in the paragraph headed “Transaction Nature”
“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
“Transaction”	the transactions contemplated under the New Agreement
“%”	per cent

On Behalf of the Board
Wong Yat Ming
Director

Hong Kong, 22 August 2012

As at the date of this announcement, the Board comprises four executive directors, namely Mr WONG Yat Ming, Mr Bruno LI Kwok Ho, Mr Danny LAU Sai Wing 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 Jose Hosea CHENG Hor Yin and Mr Jean-Marc LOUBIER; and four independent non-executive directors, namely Mr Cassian CHEUNG Ka Sing, Mr Michael LEE Tze Hau, Ms Eva LI Kam Fun and Mr Patrick SUN.

** For identification purposes only*