
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should obtain independent professional advice or consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Trinity Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TRINITY LIMITED

利邦控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 891)

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE SHARES
FINAL DIVIDEND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Trinity Limited to be held at Pheasant-Jasmine Room, 1/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on Tuesday, 1 June 2010 at 12:00 noon is set out on pages 12 to 14 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

* *For identification purposes only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Pheasant-Jasmine Room, 1/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on Tuesday, 1 June 2010 at 12:00 noon, notice of which is set out on pages 12 to 14 of this circular
“associate”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors or a duly authorised committee thereof
“Bye-laws”	the bye-laws of the Company
“Company”	Trinity Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Date”	3 November 2009, being the date on which dealings in the Company’s Shares first commence on the Stock Exchange
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Member(s)”	a duly registered Shareholder(s) from time to time
“Notice”	the notice of the Annual General Meeting set out on pages 12 to 14 of this circular
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) in issue

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$” and “HK cents”	Hong Kong dollar and cents respectively, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE CHAIRMAN



TRINITY

TRINITY LIMITED

利邦控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 891)

Executive Directors:

WONG Yat Ming (*Group Managing Director*)
Bruno LI Kwok Ho (*Chief Financial Officer*)
Sabrina FUNG Wing Yee

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Directors:

Dr Victor FUNG Kwok King *GBS, CBE (Chairman)*
Dr William FUNG Kwok Lun *SBS, OBE, JP*
Jeremy Paul Egerton HOBBS
Jose Hosea CHENG Hor Yin

Principal Place of Business:

11/F, 10 Shing Yip Street
Kwun Tong
Kowloon
Hong Kong

Independent Non-executive Directors:

Patrick SUN
Cassian CHEUNG Ka Sing
Michael LEE Tze Hau
Jean-Marc LOUBIER

20 April 2010

To Shareholders

Dear Sirs or Madams

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE SHARES
FINAL DIVIDEND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to give you notice of the Annual General Meeting, and information on certain matters to be dealt with at the Annual General Meeting, which include (i) grant of general mandates to issue and repurchase Shares; (ii) payment of final dividend; and (iii) re-election of Directors.

* For identification purposes only

LETTER FROM THE CHAIRMAN

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the special general meeting of the Company held on 16 October 2009 (prior to the Listing Date), general and unconditional mandates were given to the Directors to allot, issue and deal with additional Shares and to repurchase Shares and such mandates will lapse at the conclusion of the Annual General Meeting. No Shares have been issued or repurchased pursuant to such mandates.

The Directors believe that the renewal of such general mandates is in the interests of the Company and the Shareholders. Accordingly, the following ordinary resolutions will be proposed at the Annual General Meeting to give Directors general and unconditional mandates to exercise powers of the Company to issue and to repurchase Shares:

- (i) an ordinary resolution (resolution numbered 5) to give the Directors a general and unconditional mandate to allot, issue and deal with additional Shares up to (a) 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting (the “**Issue Mandate**”) plus (b) (if the Directors are so authorised by a separate resolution (resolution numbered 7) of the Shareholders) the aggregate nominal amount of the Shares repurchased by the Company subsequent to the passing of such resolution by the Shareholders as described below (collectively the “**Issue Mandates**”); and
- (ii) an ordinary resolution (resolution numbered 6) to give the Directors a general and unconditional mandate to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the Annual General Meeting (the “**Repurchase Mandate**”).

Based on the 1,574,254,883 Shares in issue as at the Latest Practicable Date and assuming no Shares are issued or repurchased before the Annual General Meeting, the Company would be allowed to issue a maximum of 314,850,976 Shares under the Issue Mandate and to repurchase a maximum of 157,425,488 Shares under the Repurchase Mandate.

Shareholders are invited to refer to the Notice set out on pages 12 to 14 for full text of the above-mentioned ordinary resolutions in relation to the Issue Mandates and Repurchase Mandate. The explanatory statement required under Rule 10.06(1)(b) of the Listing Rules containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate is set out in Appendix I to this circular.

FINAL DIVIDEND

The Board has recommended a final dividend of 7.0 HK cents per Share subject to Shareholders' approval at the Annual General Meeting.

The Register of Members will be closed from 25 May 2010 to 1 June 2010 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 24 May 2010.

LETTER FROM THE CHAIRMAN

RE-ELECTION OF DIRECTORS

According to Bye-law 84 of the Bye-laws, at each annual general meeting one-third of the Directors shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Accordingly, Dr Victor FUNG Kwok King (Chairman), Mr WONG Yat Ming (Group Managing Director) and Mr Jose Hosea CHENG Hor Yin will retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

According to Bye-law 83 of the Bye-laws, Mr Bruno LI Kwok Ho and Mr Jean-Marc LOUBIER who were appointed after the Company's annual general meeting held in 2009 will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

Under resolution numbered 3 in the Notice, the re-election of Directors will be individually voted on by Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

The Notice is set out on pages 12 to 14 of this circular.

There is enclosed a form of proxy for use at the Annual General Meeting. A Member entitled to attend and vote at the Annual General Meeting may appoint one or, if he holds two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a Member of the Company. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the enclosed form of proxy to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Annual General Meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting should you so wish.

VOTING

Pursuant to the Bye-laws, at any general meeting a resolution put to vote of the meeting shall be decided by way of a poll. On a poll, every Member present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid Share held by him. Further, on a poll, a Member entitled to more than one vote need not, if he votes, use all votes or cast all the votes he uses in the same way. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.trinity-limited.com in accordance with the requirements of the Listing Rules.

RECOMMENDATION

The Directors believe that the proposals mentioned above, including, among others, the proposals for the grant of the Issue Mandates and Repurchase Mandate, are in the interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of all of these resolutions to be proposed at the Annual General Meeting.

Yours faithfully
Victor FUNG Kwok King
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,574,254,883 Shares which are fully paid. Subject to the passing of resolution numbered 6 regarding the Repurchase Mandate as set out in the Notice and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 157,425,488 Shares until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act 1981 of Bermuda (as amended) to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

2. REASONS FOR REPURCHASE

A repurchase of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share and will only be made when the Directors believe that such repurchase will be to the benefit of the Company and the Shareholders.

3. FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares under the Repurchase Mandate will be financed from the Company's distributable profits or proceeds of a new issue of Shares made for such purpose. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws and the laws of Bermuda.

The Directors consider that if the Repurchase Mandate is exercised in full, there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in its audited financial statements for the year ended 31 December 2009 (being the date to which the latest published audited financial statements of the Company have been made up). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

4. DISCLOSURE OF INTERESTS

None of the Directors or (to the best of the knowledge of the Directors having made all reasonable enquiries) any of their associates have a present intention, in the event that the proposed Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

No connected person of the Company has notified the Company of any present intention to sell Shares to the Company and no such person has undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is exercised.

5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, in the event that the Repurchase Mandate is exercised, they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

6. SHARE PRICE

Shares of the Company were listed on the Stock Exchange on 3 November 2009. The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the five months prior to the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2009		
November (since Listing Date)	3.21	2.01
December	3.42	2.42
2010		
January	4.45	3.20
February	4.25	3.50
March	6.18	4.25

7. TAKEOVERS CODE

If, as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, LiFung Trinity Limited ("LF Trinity") was directly interested in approximately 39.15 % of the Company's issued share capital and is one of its substantial shareholders (as defined in Rule 1.01 of the Listing Rules). Based on the said interest of LF Trinity as at the Latest Practicable Date, in the event that the Directors exercise in full their power under the Repurchase Mandate to repurchase Shares, the interest of LF Trinity in the issued share capital of the Company will be increased to approximately 43.50% and it would be obliged to make a mandatory general offer under Rule 26 of the Takeovers Code as a result of such increase. The Directors have no intention to exercise the Repurchase Mandate to such extent that would give rise to an obligation on the part of LF Trinity to make a mandatory general offer under Rule 26 of the Takeovers Code.

8. SHARE REPURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since the Listing Date and up to the date of this circular.

The following are the details of Dr Victor FUNG Kwok King, Mr WONG Yat Ming, Mr Jose Hosea CHENG Hor Yin, Mr Bruno LI Kwok Ho and Mr Jean-Marc LOUBIER, all of whom will retire at the Annual General Meeting in accordance with the Bye-laws and, being eligible, will offer themselves for re-election.

Dr Victor FUNG Kwok King, *GBS, CBE*, aged 64, brother of Dr William Fung Kwok Lun and father of Ms Sabrina Fung Wing Yee, has been the Chairman of the Company and a Non-executive Director since December 2006. Dr Fung is the Group Chairman of the Li & Fung group of companies including publicly listed Li & Fung Limited, Integrated Distribution Services Group Limited, Convenience Retail Asia Limited and the Company. In addition, he is a director of King Lun Holdings Limited, Li & Fung (1937) Limited, Li & Fung (Retailing) Limited and LiFung Trinity Limited (substantial shareholders of the Company). He is also a director of the Company's subsidiary. Dr Fung holds Bachelor and Master degrees in Electrical Engineering from the Massachusetts Institute of Technology, and a Doctorate in Business Economics from Harvard University.

Dr Fung is an independent non-executive director of BOC Hong Kong (Holdings) Limited in Hong Kong, CapitaLand Limited in Singapore and Baosteel Group Corporation in the People's Republic of China. Dr Fung was an independent non-executive director of Orient Overseas (International) Limited, Sun Hung Kai Properties Limited and PCCW Limited, and was also a non-executive director of Hup Soon Global Corporation Limited. In public service, Dr Fung is Chairman of the International Chamber of Commerce. He is a member of the Chinese People's Political Consultative Conference and vice chairman of China Centre for International Economic Exchanges. He is a member of the Commission on Strategic Development of the Hong Kong Government. Dr Fung is also Chairman of the Greater Pearl River Delta Business Council and the Hong Kong – Japan Business Co-operation Committee. From 1991 to 2000, Dr Fung was Chairman of the Hong Kong Trade Development Council, and from 1996 to 2003, he was the Hong Kong representative on the APEC Business Advisory Council. He was also Chairman of the Hong Kong Airport Authority from June 1999 to May 2008, and Chairman of The Council of The University of Hong Kong from September 2001 to November 2009. In 2003, the Hong Kong Government awarded Dr Fung the Gold Bauhinia Star for distinguished service to the community.

Dr Fung's appointment as a Director is for a term of three years and subject to retirement and re-election at annual general meeting of the Company pursuant to the Bye-laws. He is entitled to an annual director's fee of HK\$150,000 as the Chairman of the Board of Directors and additional annual fee of HK\$50,000 as the Chairman of the Compensation Committee, which are subject to assessment with reference to remuneration surveys conducted by independent external consultants.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Dr Fung was interested in an aggregate of 649,027,555 Shares, which were directly held by LiFung Trinity Limited and Fung Capital Limited.

Save as disclosed above, Dr Fung (i) has not held any other directorship in any other public listed companies in the last three years; (ii) does not hold any other positions with the Company and other members of the Group; and (iii) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company. There is no other matter that needs to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr WONG Yat Ming, aged 59, has been the Group Managing Director since June 2009 and an Executive Director since December 2006. He is responsible for the overall business strategies and business operations of the Group. Prior to joining the Group, he was the Chief Executive, Consumer and Healthcare of Greater China of Inchcape Marketing Service and a director of Inchcape Pacific Limited. He joined Li & Fung group in 1999 as Regional Director of Li & Fung (Distribution) Limited. Mr Wong has over 30 years of experience in the distribution of consumer products and in particular, he has extensive experience in the distribution of fast moving consumer products in the Asia Pacific region. Mr Wong holds a Bachelor of Arts (Honours) degree in Economics and Philosophy from The University of Hong Kong.

Mr Wong has ample experience in the marketing of consumer brands. He successfully marketed many well-known consumer brands in the Asia Pacific region, including Brand's Essence of Chicken, Ferrero chocolate, Mattel Toys, Scholl and Listerine.

The term of his service as a Director is subject to retirement and re-election at the annual general meeting of the Company pursuant to the Bye-laws. Mr Wong is entitled to an annual director's fee of HK\$120,000, which is subject to assessment with reference to remuneration surveys conducted by independent external consultants. The principal elements of his remuneration package include basic salary, discretionary bonus, housing allowance and other benefits in kind. For the financial year ended 31 December 2009, he has received a total remuneration of approximately HK\$6,923,000. The remuneration for an executive director is to link his compensation with performance as measured against corporate objectives.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Mr Wong had a personal interest in 47,776,563 Shares and 12,300,000 underlying Shares deriving from share options granted under the share option schemes of the Company.

Mr Wong has not held any directorship in other listed public companies in the last three years. He holds directorships in various subsidiaries of the Company. Save as disclosed above, he does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company. There is no other matter that needs to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr Jose Hosea CHENG Hor Yin, aged 43, is a Non-executive Director appointed in December 2006. Prior to joining the Li & Fung group in 2004, he held senior management positions in several multi-national investment firms. He started his career at Prudential Insurance Company of America in 1993 and later held the post of an Assistant Director at Prudential Asset Management Asia Hong Kong Limited till 1998. He was a Director at EM Warburg, Pincus & Co, Asia, Limited between 1998 and 2001 and also the Vice President at Investor Asia Limited between 2002 and 2003. He was instrumental in making investments in various companies engaged in consumer related businesses including Memorex International Inc, Summerine Media Inc, Cosmetic Group Holdings Limited, Eagle Brand Holdings Limited, Gilman Industrial Limited, and Kanematsu Textile Corporation. He holds a Bachelor of Arts degree in Philosophy from Queen's University in Canada.

Mr Cheng is currently Managing Director of Fung Capital Asia Investments Limited where he is responsible for managing private equity investments in Asia. He has extensive experience in private equity and investment management in the Asia Pacific Region. He is also a non-executive director of Lever Style Inc, a garment manufacturer, and a director of LF Japan Development Limited which engages in the business of textile and apparel sourcing, distribution and brand management in Japan.

Mr Cheng's appointment as a Director is for a term of three years and subject to retirement and re-election at annual general meeting of the Company pursuant to the Bye-laws. He is entitled to an annual director's fee of HK\$120,000, which is subject to assessment with reference to remuneration surveys conducted by independent external consultants.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Mr Cheng had a corporate interest in 65,227,590 Shares.

Mr Cheng has not held any directorship in other listed public companies in the last three years. He does not hold any other positions with the Company and other members of the Group nor have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr Bruno LI Kwok Ho, aged 60, is the Chief Financial Officer of the Group and an Executive Director since 1 July 2009. He is responsible for the finance and accounting, human resources and information technology functions of the Group. Prior to joining the Group, he was the Chief Financial Officer of Li & Fung (1937) Limited, a substantial shareholder of the Company, from January 2008 to June 2009. Mr Li joined the Li & Fung group in January 1991 as the Chief Financial Officer. From February 1993 to December 2007, he was appointed as the Retail Services Director of Li & Fung (Retailing) Limited (the retailing arm of the Li & Fung group) and took charge of all centralised supporting services, which comprised the areas of finance and accounting, human resources and administration, information technology and real estate. From January 2001 to August 2009, Mr Li was an executive director of Convenience Retail Asia Limited, a listed company in Hong Kong principally engaging in the operations of a chain of convenience stores and bakery shops in Hong Kong and the Chinese Mainland under the trade name of "Circle K" and "Saint Honore" respectively. Prior to joining the Li & Fung group, he gained extensive senior financial management experience with several multi-national trading and retailing groups such as Dairy Farm and Rhone Poulenc.

Mr Li holds a Bachelor of Science degree from the Chinese University of Hong Kong and obtained a postgraduate diploma in Accountancy from the University of Strathclyde, Scotland. He is a member of the Institute of Chartered Accountants of Scotland in 1982, with more than 30 years of professional experience in finance and accounting.

The term of his service as a Director is subject to retirement and re-election at the annual general meeting of the Company pursuant to the Bye-laws. Mr Li is entitled to an annual director's fee of HK\$120,000, which is subject to assessment with reference to remuneration surveys conducted by independent external consultants. The principal elements of his remuneration package include basic salary, discretionary bonus, housing allowance and other benefits in kind. For the period from 1 July 2009 to 31 December 2009, he has received a total remuneration of approximately HK\$2,375,000. The remuneration policy for an executive director is to link his compensation with performance as measured against corporate objectives.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Mr Li had a personal interest in 5,400,000 underlying Shares deriving from share options granted under the share option schemes of the Company.

Mr Li also holds directorship in various subsidiaries of the Company. Save as disclosed above, Mr Li has not held any other directorship in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company. There is no other matter that needs to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr Jean-Marc LOUBIER, aged 54, was appointed an Independent Non-executive Director on 1 June 2009. Prior to joining the Group, Mr Loubier was the Chief Executive Officer of ESCADA AG, a company listed on the Frankfurt Stock Exchange, from 1 June 2007 to 30 June 2008 and was a member of its supervisory board, and chairman of its strategy committee since November 2006. He had held managing positions for 16 years in the LVMH Group. Mr Loubier joined Louis Vuitton Malletier in 1990 as Director of Communications, and was later the Executive Vice President until 2000. He was the President and Chief Executive Officer of Celine and a board member of Comite Colbert, French Association of Luxury Companies from 2000 to 2006. Mr Loubier has an extensive and profound international experience in the luxury, fashion and retail industries. He is currently Chief Executive Officer of HKL Holding in Paris, France.

Mr Loubier graduated from Institut d'Etudes Politiques de Paris, France, and obtained a Master of Business Administration degree from HEC (Hautes Etudes Commerciales), France, in 1983.

Mr Loubier's appointment as a Director of the Company is for a term of three years and subject to retirement and re-election at the annual general meeting of the Company pursuant to the Bye-laws. He is entitled to an annual director's fee of HK\$120,000 and additional annual fees of HK\$80,000 and HK\$30,000 as a member of the Audit Committee and the Compensation Committee respectively, which are subject to assessment with reference to remuneration surveys conducted by independent external consultants.

Save as disclosed above, Mr Loubier has not held any other directorship in other listed public companies in the last three years. He does not hold any other positions with the Company and other members of the Group nor have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance. There is no other matter that needs to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



TRINITY

TRINITY LIMITED

利邦控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 891)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Pheasant-Jasmine Room, 1/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on Tuesday, 1 June 2010 at 12:00 noon for the following purposes:

1. To receive the Audited Consolidated Financial Statements of the Company and the Reports of the Directors and the Auditor for the year ended 31 December 2009.
2. To declare a final dividend for the year ended 31 December 2009.
3. To re-elect the following Directors:
 - (a) Dr Victor FUNG Kwok King;
 - (b) Mr WONG Yat Ming;
 - (c) Mr Jose Hosea CHENG Hor Yin;
 - (d) Mr Bruno LI Kwok Ho; and
 - (e) Mr Jean-Marc LOUBIER.
4. To re-appoint PricewaterhouseCoopers as Auditor and authorise the Board of Directors to fix its remuneration.
5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (iii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement of the Company from time to time adopted; or (iv) any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this Resolution plus (bb) (if the Directors are so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this Resolution), and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares, warrants or other securities which are attached with rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other exchange on which shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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(b) the aggregate nominal amount of the shares of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this Resolution, and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** the Directors be authorised to exercise the powers of the Company referred to in paragraph (a) of Resolution No. 5 set out in the notice convening this Meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By Order of the Board
Christiana Y W YIU
Company Secretary

Hong Kong, 20 April 2010

Notes:

- (1) The Directors have recommended the payment of a final dividend for 2009 of 7.0 HK cents per share.
- (2) A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (3) In order to be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority shall be deposited with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting. The proxy form is published on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.trinity-limited.com.
- (4) The Register of Members will be closed from 25 May 2010 to 1 June 2010 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at the above address for registration not later than 4:30 pm on 24 May 2010.