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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 and, if applicable, the annual report 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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**  
**REMUNERATION OF DIRECTORS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Trinity Limited to be held at Pheasant Room, 1/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on Wednesday, 21 May 2014 at 11:30 am is set out on pages 14 to 18 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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

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

“Annual General Meeting” or “AGM”	annual general meeting of the Company to be held at Pheasant Room, 1/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on Wednesday, 21 May 2014 at 11:30 am, notice of which is set out on pages 14 to 18 of this circular
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	board of Directors or a duly authorised committee thereof
“Bye-laws”	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)”	director(s) of the Company
“Group”	Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	8 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Member(s)”	duly registered holder(s) from time to time of the Share(s)
“Notice”	notice of the Annual General Meeting set out on pages 14 to 18 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
“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

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## LETTER FROM THE CHAIRMAN

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TRINITY

### TRINITY LIMITED 利邦控股有限公司\*

(Incorporated in Bermuda with limited liability)  
(Stock Code: 891)

***Executive Directors:***

Mr WONG Yat Ming (*Group Managing Director*)  
Mr Bruno LI Kwok Ho (*Chief Financial Officer*)  
Mr Danny LAU Sai Wing (*Chief Operating Officer*)

***Non-executive Directors:***

Dr Victor FUNG Kwok King *GBM, GBS, CBE (Chairman)*  
Dr William FUNG Kwok Lun *SBS, OBE, JP (Deputy Chairman)*  
Mr Jose Hosea CHENG Hor Yin  
Mr Jean-Marc LOUBIER  
Ms Sabrina FUNG Wing Yee

***Independent Non-executive Directors:***

Mr Cassian CHEUNG Ka Sing  
Mr Michael LEE Tze Hau  
Mrs Eva CHENG LI Kam Fun  
Mr Patrick SUN

***Registered Office:***

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

***Principal Place of Business:***

30/F, OCTA Tower  
8 Lam Chak Street  
Kowloon Bay  
Kowloon  
Hong Kong

15 April 2014

*To Shareholders*

Dear Sirs or Madams

**PROPOSALS FOR  
GENERAL MANDATE TO ISSUE SHARES  
GENERAL MANDATE TO REPURCHASE SHARES  
FINAL DIVIDEND  
RE-ELECTION OF DIRECTORS  
REMUNERATION 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; (iii) re-election of Directors; and (iv) fixing of remuneration of Directors.

\* *For identification purposes only*

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## LETTER FROM THE CHAIRMAN

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 28 May 2013, general and unconditional mandates were given to the Directors to allot, issue and deal with additional Shares and to repurchase Shares. These mandates will lapse at the conclusion of the Annual General Meeting.

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 6) 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 8) 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 7) 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 as at the date of the Annual General Meeting (the “**Repurchase Mandate**”).

Based on the 1,732,802,883 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 346,560,576 Shares under the Issue Mandate and to repurchase a maximum of 173,280,288 Shares under the Repurchase Mandate.

Shareholders are invited to refer to the Notice set out on pages 14 to 18 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.

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## LETTER FROM THE CHAIRMAN

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### **FINAL DIVIDEND**

The Board has recommended a final dividend of 8.5 HK cents per Share. Subject to the Shareholders' approval of the proposed final dividend at the Annual General Meeting, the Register of Members will be closed on 28 May 2014 and no transfer of Shares will be registered on that day. In order to qualify for the said 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 pm on 27 May 2014. Dividend warrants are expected to be despatched to the Shareholders on 9 June 2014.

### **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 William FUNG Kwok Lun, Mr Jose Hosea CHENG Hor Yin, Ms Sabrina FUNG Wing Yee and Mr Michael LEE Tze Hau will retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

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

Mr Lee, being the Independent Non-executive Director eligible for re-election at the Annual General Meeting, has met the independence guidelines set out in rule 3.13 of the Listing Rules and has given to the Company the related confirmation of independence. The Board, therefore, considers him to be independent and believes that he should be re-elected, in particular because of his experience, expertise and contribution to the Company.

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

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## LETTER FROM THE CHAIRMAN

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### REMUNERATION OF DIRECTORS

The current Director's fee and the additional remuneration to those Directors who serve on the Board committees of the Company were determined by the Company's Shareholders in 2008 and since then, these fees have remained unchanged.

In view of the accountability, responsibility, time and effort spent by the Directors in discharging their duties and the level of complexity of the work involved, a review on the adequacy of Directors' fees was conducted with reference to the range of the directors' fees of other companies listed on the Stock Exchange with similar market capitalisation. The Remuneration Committee then recommended to revise the said fees to Directors for each financial year commencing 1 January 2014 at the level set out below until the Company in general meeting otherwise determines:

	<b>Proposed Fees</b>	Current Fees
	<b>HK\$</b>	HK\$
<i>Board of Directors</i>		
Chairman	<b>200,000</b>	150,000
Each Member	<b>200,000</b>	120,000
<i>Audit Committee</i>		
Chairman	<b>140,000</b>	100,000
Each Member	<b>100,000</b>	80,000
<i>Remuneration Committee</i>		
Chairman	<b>80,000</b>	50,000
Each Member	<b>50,000</b>	30,000
<i>Nomination Committee</i>		
Chairman	<b>80,000</b>	50,000
Each Member	<b>50,000</b>	30,000

Accordingly, resolution numbered 4 for fixing the fees to Directors will be proposed at the Annual General Meeting and is set out in the Notice.

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## LETTER FROM THE CHAIRMAN

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### ANNUAL GENERAL MEETING

The Notice convening the Annual General Meeting is set out on pages 14 to 18 of this circular.

The record date for determining Members' right to attend and vote at the Annual General Meeting is 20 May 2014. Members whose names appear on the Register of Members of the Company on this record date will be entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the said Meeting, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 pm on 20 May 2014.

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 the above address in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude 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. Results of the poll voting will be published on the websites of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.trinitygroup.com](http://www.trinitygroup.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 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 1,732,802,883 Shares which are fully paid. Subject to the passing of resolution numbered 7 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 173,280,288 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 its 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.

It is envisaged 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 the audited financial statements for the year ended 31 December 2013 (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

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the 12 months prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2013</b>		
April	3.95	3.05
May	3.45	2.97
June	3.27	2.49
July	2.72	2.42
August	3.35	2.46
September	2.90	2.54
October	3.03	2.53
November	3.07	2.76
December	2.98	2.53
<b>2014</b>		
January	2.62	2.14
February	2.39	1.97
March	2.12	1.81
April (up to the Latest Practicable Date)	2.11	1.99

**7. TAKEOVERS CODE**

If, as a result of a share buy-back 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, Fung Trinity Investments Limited ("**Fung Trinity**") was directly interested in approximately 35.57% 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 Fung 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 Fung Trinity in the issued share capital of the Company will be increased to approximately 39.53% 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 Fung 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) in the six months prior to the date of this circular.

The following are the information of Dr William FUNG Kwok Lun, Mr Jose Hosea CHENG Hor Yin, Ms Sabrina FUNG Wing Yee and Mr Michael LEE Tze Hau, 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 William FUNG Kwok Lun**, *SBS, OBE, JP*, aged 65, brother of Dr Victor Fung Kwok King and uncle of Ms Sabrina Fung Wing Yee, has been a Deputy Chairman of the Company and a Non-executive Director since December 2006. Dr Fung is the Group Chairman of Li & Fung Limited and a non-executive director of Convenience Retail Asia Limited of the Fung group. He is a director of the substantial shareholders of the Company, King Lun Holdings Limited, Fung Holdings (1937) Limited, Fung Retailing Limited and Fung Trinity Investments Limited. He is also a director of the Fung Global Institute, an independent, non-profit think-tank based in Hong Kong. He is past Chairman of the Hong Kong General Chamber of Commerce (1994-1996), the Hong Kong Exporters' Association (1989-1991) and the Hong Kong Committee for Pacific Economic Cooperation (1993-2002). In 2008, the Hong Kong Government awarded Dr Fung the Silver Bauhinia Star for distinguished service to the community. He graduated from Princeton University with a Bachelor of Science degree in Engineering and holds a Master of Business Administration degree from the Harvard Graduate School of Business. He was conferred the degrees of Doctor of Business Administration, *honoris causa*, by The Hong Kong University of Science & Technology and by The Hong Kong Polytechnic University. Currently, Dr Fung is an independent non-executive director of VTech Holdings Limited, Shui On Land Limited, Sun Hung Kai Properties Limited and The Hongkong and Shanghai Hotels, Limited, and an independent director of Singapore Airlines Limited.

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\$120,000, and an additional annual fee of HK\$30,000 as a member of the Nomination Committee, which are proposed to be revised to HK\$200,000 and HK\$50,000 respectively subject to the Shareholders' approval at the AGM. Such fees are determined by the Board and approved by the Shareholders from time to time with reference to the range of remuneration of other companies listed on the Stock Exchange with similar market capitalisation.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Dr Fung was deemed to be interested in an aggregate of 663,527,555 Shares, of which (i) 616,413,760 Shares and 32,613,795 Shares were directly held by Fung Trinity Investments Limited and Fung Capital Limited respectively, both of which are indirect wholly owned subsidiaries of King Lun Holdings Limited; and (ii) 14,500,000 Shares were directly held by Step Dragon Enterprise Limited. Dr Fung holds 50% of the shares of King Lun Holdings Limited and 100% of the shares of Step Dragon Enterprise Limited.

Save as disclosed above, Dr Fung has not held any other directorship in other listed public companies in the last three years, nor does he 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 47, is a Non-executive Director appointed in December 2006. Prior to joining the 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 until 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 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 director of Furla Hong Kong Retail Limited, a ladies accessories company; a non-executive director of Lever Style Inc, a garment manufacturer; and a director of KTF Holdings Limited, which invests in the business of textile and apparel sourcing, distribution and brand management in Japan and China.

Mr Cheng's appointment as a Director 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 an additional annual fee of HK\$80,000 as a member of the Audit Committee, which are proposed to be revised to HK\$200,000 and HK\$100,000 respectively subject to the Shareholders' approval at the AGM. Such fees are determined by the Board and approved by the Shareholders from time to time with reference to the range of remuneration of other companies listed on the Stock Exchange with similar market capitalisation.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Mr Cheng has a corporate interest in 50,227,590 Shares.

Mr Cheng has not held any other directorship in any other listed public companies in the last three years. He holds directorships in certain 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 other information to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

**Ms Sabrina FUNG Wing Yee**, aged 42, daughter of Dr Victor Fung Kwok King and niece of Dr William Fung Kwok Lun, is a Non-executive Director. She was appointed as a Director in September 2007 and re-designated from the office of an Executive Director to a Non-executive Director on 18 February 2014.

Ms Fung started her career at the private investment arm of Fung group in 2000 as Investment Manager running the family's investments and is the Investment Director of Fung Investment Management Limited. She is an executive director of Fung Retailing Limited, a substantial shareholder of the Company. Prior to joining the Fung group, she worked for Brown Brothers Harriman & Co in New York and later held the position of Assistant Manager at its Hong Kong office until 1999. Ms Fung is experienced in the retail industry and also held positions in marketing and public relations for Salvatore Ferragamo Asia, merchandising and sourcing for Li & Fung (Trading) Limited and wholesale branding for Li & Fung USA.

Ms Fung graduated from Harvard University, with a Bachelor of Arts degree in Economics in 1993. She is a member of the Special Task Group of the Moral Education Concern Group. She was a member of the Mainland Business Advisory Committee of Hong Kong Trade Development Council (April 2010 – March 2014). In the US, she serves on the Board of Trustees at St Paul's School in New Hampshire.

Ms Fung's appointment as a Director 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. She is entitled to an annual director's fee of HK\$120,000, which is proposed to be revised to HK\$200,000 subject to the Shareholders' approval at the AGM. Such fee is determined by the Board and approved by the Shareholders from time to time with reference to the range of remuneration of other companies listed on the Stock Exchange with similar market capitalisation. For the financial year ended 31 December 2013, she received a total remuneration of approximately HK\$4,005,288 (including director's fee, basic salary, other benefit in kind and the bonus calculated with reference to the profit before interest and tax of the Group for the year 2013). For the year ending 31 December 2014, Ms Fung is also entitled to the remuneration package of Executive Director (comprising basic salary and other benefits in kind) during her tenure as an Executive Director of the Company from 1 January 2014 up to 17 February 2014.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Ms Fung had personal interests of 1,400,000 Shares and 2,100,000 underlying Shares deriving from share options granted under the share option schemes of the Company. She was also deemed to be interested in an aggregate of 663,527,555 Shares, of which (i) 616,413,760 Shares and 32,613,795 Shares were directly held by Fung Trinity Investments Limited and Fung Capital Limited respectively, both of which are indirect wholly owned subsidiaries of King Lun Holdings Limited; and (ii) 14,500,000 Shares were directly held by First Island Developments Limited which is a company wholly owned by HSBC Trustee (C.I.) Limited, the trustee of a trust established for the benefit of the family members of Dr Victor Fung Kwok King which holds 50% of the shares of King Lun Holdings Limited.

Ms Fung has not held any directorship in other listed public companies in the last three years. Save as disclosed above, she 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 other information to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

**Mr Michael LEE Tze Hau**, aged 53, was appointed an Independent Non-executive Director on 1 October 2008. Mr Lee is the managing director of MAP Capital Limited, an investment management company. Mr Lee started his career in the investment industry in 1987 and has since held senior management positions in multi-national investment companies including Indosuez Asia Investment Services Limited and Lloyd George Management. He also co-founded Asia Strategic Investment Management Limited in 1995. Mr Lee was a member of the Main Board and Growth Enterprise Market Listing Committee of the Stock Exchange and the Securities and Futures Commission (HKEC Listing) Committee. He was a director of Hysan Development Company Limited, a company listed on the Main Board of the Stock Exchange, from March 1990 to May 2007 and has been its non-executive director since January 2010. He is also an independent non-executive director of Chen Hsong Holdings Limited and Hong Kong Exchanges and Clearing Limited (“HKEx”) (both of which are listed on the Main Board of the Stock Exchange), and the chairman and an independent non-executive director of OTC Clearing Hong Kong Limited, a subsidiary of HKEx. He is also a Steward of The Hong Kong Jockey Club. Educated in the United States, Mr Lee holds a Bachelor of Arts degree from Bowdoin College and a Master of Business Administration degree from Boston University.

Mr Lee’s appointment as a Director 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\$50,000, HK\$80,000 and HK\$30,000 as the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee respectively. Subject to the Shareholders’ approval at the AGM, these fees are proposed to be revised to HK\$200,000, HK\$80,000, HK\$100,000 and HK\$50,000 respectively. The fees are determined by the Board and approved by the Shareholders from time to time with reference to the range of remuneration of other companies listed on the Stock Exchange with similar market capitalisation.

Save as disclosed above, Mr Lee has not held any other directorship in any other listed public companies in the last three years, nor does he 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 other information to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

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# NOTICE OF ANNUAL GENERAL MEETING

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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 Room, 1/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on Wednesday, 21 May 2014 at 11:30 am 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 2013.
2. To declare a final dividend for the year ended 31 December 2013.
3. To re-elect the following Directors:
  - (i) Dr William FUNG Kwok Lun;
  - (ii) Mr Jose Hosea CHENG Hor Yin;
  - (iii) Ms Sabrina FUNG Wing Yee; and
  - (iv) Mr Michael LEE Tze Hau.
4. To fix the following fees to the Directors for each financial year commencing 1 January 2014 until the Company otherwise determines in general meeting:

	<i>HK\$</i> <i>(per annum)</i>
<i>Board of Directors</i>	
Chairman	200,000
Each Member	200,000
<i>Audit Committee</i>	
Chairman	140,000
Each Member	100,000
<i>Remuneration Committee</i>	
Chairman	80,000
Each Member	50,000
<i>Nomination Committee</i>	
Chairman	80,000
Each Member	50,000

\* For identification purposes only

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5. To re-appoint PricewaterhouseCoopers as Auditor and authorise the Board of Directors to fix its remuneration.
6. 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 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

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(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).”

7. 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.”

8. 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 numbered 6 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, 15 April 2014

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

**(1) Record Date for determining right to attend and vote at Annual General Meeting**

Members whose names appear on the Register of Members of the Company on 20 May 2014 are entitled to attend and vote at the said meeting. In order to qualify for the event, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 pm on 20 May 2014.

**(2) Proxy**

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.

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 the above address 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](http://www.hkexnews.hk) and the Company at [www.trinitygroup.com](http://www.trinitygroup.com).

**(3) Book Closure and Record Date for determining entitlement to final dividend**

Subject to Shareholders' approval of payment of the proposed final dividend at the Annual General Meeting, the Register of Members of the Company will be closed on 28 May 2014 and no transfer of Shares will be registered on that day. Members whose names appear on the Register of Members of the Company on 28 May 2014 are entitled to the said dividend. In order to qualify for this 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 no later than 4:30 pm on 27 May 2014.