
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 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.

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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
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Trinity Limited to be held at Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on Wednesday, 7 June 2017 at 11:30 am is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

CONTENT

	<i>Page</i>
Definitions	1
Letter from the Chairman	2
Appendix I – Explanatory Statement	6
Appendix II – Information of Retiring Directors Proposed for Re-election	9
Notice of Annual General Meeting	15

DEFINITIONS

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

“Annual General Meeting”	annual general meeting of the Company to be held at Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on Wednesday, 7 June 2017 at 11:30 am, notice of which is set out on pages 15 to 18 of this circular
“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
“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”	6 April 2017, 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 15 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 dollars 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:

Mr Jeremy Paul Egerton HOBBS (*Chief Executive Officer*)

Mr Srinivasan PARTHASARATHY (*Chief Financial Officer*)

Non-executive Directors:

Dr Victor FUNG Kwok King *GBM, GBS, CBE (Chairman)*

Ms Sabrina FUNG Wing Yee (*Deputy Chairman*)

Dr William FUNG Kwok Lun *SBS, OBE, JP*

Mr Terence FUNG Yue Ming

Mr Jean-Marc LOUBIER

Mr WONG Yat Ming

Independent Non-executive Directors:

Mrs Eva CHENG LI Kam Fun

Mr Cassian CHEUNG Ka Sing

Mr Michael LEE Tze Hau

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

13 April 2017

To Shareholders

Dear Sirs or Madams

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE SHARES
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; and (ii) re-election of Directors.

* *For identification purposes only*

LETTER FROM THE CHAIRMAN

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 23 May 2016, 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 4) to give the Directors a general and unconditional mandate to allot, issue and deal with additional Shares up to (a) 20% of the total number of issued Shares 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 6) of the Shareholders) the total number 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 5) to give the Directors a general and unconditional mandate to repurchase Shares up to 10% of the total number of issued Shares as at the date of the Annual General Meeting (the “**Repurchase Mandate**”).

Based on the 1,746,528,883 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 349,305,776 Shares under the Issue Mandate and to repurchase a maximum of 174,652,888 Shares under the Repurchase Mandate.

Shareholders are invited to refer to the Notice set out on pages 15 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.

LETTER FROM THE CHAIRMAN

RE-ELECTION OF DIRECTORS

Pursuant 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, Mr Cassian CHEUNG Ka Sing, Dr William FUNG Kwok Lun, Mr Michael LEE Tze Hau and Mr Patrick SUN will retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Each of Mr Cheung, Mr Lee and Mr Sun, being Independent Non-executive Director, has met the independence guidelines set out in rule 3.13 of the Listing Rules and has given to the Company the related confirmations of independence. The Board, therefore, considers them to be independent and believes that they should be re-elected, in particular because of their integrity, experiences, expertise and contributions to the Company.

Pursuant to Bye-law 83 of the Bye-laws, Mr Jeremy Paul Egerton HOBBS and Mr Terence FUNG Yue Ming, who were appointed by the Board as Directors after the last annual general meeting, in June and August 2016 respectively, will retire at the Annual General Meeting and, being eligible, 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.

Under resolution numbered 2 in the Notice, the re-election of Directors will be individually voted on by Shareholders.

ANNUAL GENERAL MEETING

The Notice convening the Annual General Meeting is set out on pages 15 to 18 of this circular.

The record date for determining Members' rights to attend and vote at the Annual General Meeting is Thursday, 1 June 2017. Members who are entitled to attend and vote at the Annual General Meeting are those whose names appear on the Register of Members of the Company as at the close of business on Thursday, 1 June 2017. 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 Thursday, 1 June 2017.

LETTER FROM THE CHAIRMAN

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/she holds two or more Shares, more than one proxy to attend and vote instead of him/her. 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 the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 not less than 48 hours before the time appointed for 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/her. Further, on a poll, a Member entitled to more than one vote need not, if he/she votes, use all votes or cast all the votes he/she 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* and the Company at *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 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 Company has a total of 1,746,528,883 Shares in issue. Subject to the passing of resolution numbered 5 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 174,652,888 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 2016 (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 close associate(s) (as defined in rule 1.01 of the Listing Rules) have a present intention, in the event that the proposed Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

No core connected person (as defined in rule 1.01 of the Listing Rules) 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 twelve months prior to the Latest Practicable Date were as follows:

	Share prices (per share)	
	Highest (HK\$)	Lowest (HK\$)
2016		
April	0.92	0.75
May	0.83	0.58
June	0.69	0.495
July	0.66	0.52
August	0.65	0.56
September	0.62	0.57
October	0.69	0.56
November	0.61	0.55
December	0.60	0.55
2017		
January	0.59	0.55
February	0.74	0.57
March	0.66	0.57
April (up to the Latest Practicable Date)	0.58	0.55

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 35.29% of the issued shares of the Company 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 shares of the Company will be increased to approximately 39.22% 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 Mr Cassian CHEUNG Ka Sing, Dr William FUNG Kwok Lun, Mr Michael LEE Tze Hau, Mr Patrick SUN, Mr Jeremy Paul Egerton HOBBS and Mr Terence FUNG Yue Ming, 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:

Mr Cassian CHEUNG Ka Sing, aged 61, was appointed an Independent Non-executive Director on 1 October 2008. Mr Cheung is an executive director and Group Chief Executive Officer of Next Digital Limited, a company listed on the Main Board of the Stock Exchange, and he was its Interim Group Chairman from December 2014 to June 2016.

Mr Cheung was the President of Wal-Mart China Co Ltd from 2002 to 2005, where he led the expansion of Wal-Mart retail stores in China and managed a team of more than 20,000 associates. Prior to joining Wal-Mart, he was the President of Quaker Oats Asia, Inc, which managed amongst other brands, the Gatorade Sports Drinks and Quaker Cereals brands. Mr Cheung also worked in The Nestlé Company from 1978 until 1994, and was the Chief Operating Officer-PRC for Nestlé (China) Ltd from 1992 to 1994.

He is a member of the Global Advisory Board of the Kellogg School of Management at Northwestern University, and a member of the Board of Trustees of St Joseph's College, USA. He is also an advisory member of the Global Business program and an adjunct professor at the Business School of the Hong Kong University of Science and Technology.

Mr Cheung received a Master of Business Administration degree from the Kellogg School of Management, Northwestern University and an honorary degree of Doctor of Humane Letters from St Joseph's College, Indiana, USA.

Mr Cheung'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\$200,000, and additional annual fees of HK\$80,000, HK\$100,000 and HK\$50,000 as the Chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee respectively. 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.

Save as disclosed above, Mr Cheung 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.

Dr William FUNG Kwok Lun *SBS, OBE, JP*, aged 68, brother of Dr Victor Fung Kwok King, father of Mr Terence Fung Yue Ming and uncle of Ms Sabrina Fung Wing Yee, has been a Non-executive Director since December 2006 and was a Deputy Chairman of the Company (December 2006 – August 2016). Dr Fung is the Group Chairman of Li & Fung Limited, Chairman and non-executive director of Global Brands Group Holding Limited and a non-executive director of Convenience Retail Asia Limited, all within the Fung group. He is a director of the substantial shareholders of the Company, namely King Lun Holdings Limited (“**King Lun**”), Fung Holdings (1937) Limited, Fung Retailing Limited and Fung Trinity Investments Limited.

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, The Hongkong and Shanghai Hotels, Limited and 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\$200,000, and an additional annual fee of HK\$50,000 as a member of the Nomination Committee. 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 interested in an aggregate of 654,483,760 Shares, of which (i) 616,413,760 Shares were directly held by Fung Trinity Investments Limited, an indirect wholly-owned subsidiary of King Lun which was owned as to 50% by him; (ii) 14,500,000 Shares were directly held by Step Dragon Enterprise Limited, a company beneficially owned by him; and (iii) 23,570,000 Shares were personally held by him.

Save as disclosed above, Dr Fung 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. 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 55, was appointed an Independent Non-executive Director on 1 October 2008. Mr Lee is a director of Oxer Limited, a private investment company.

Mr Lee started his career in the investment industry in 1987 and has since held senior management positions in multinational investment companies including Indosuez Asia Investment Services Limited and Lloyd George Management. He also co-founded Asia Strategic Investment Management Limited in 1995.

He is a non-executive director of Hysan Development Company Limited and an independent non-executive director of Chen Hsong Holdings Limited, both of which are listed on the Stock Exchange. He is also a Steward of The Hong Kong Jockey Club. Mr Lee was a member of the Main Board and Growth Enterprise Market Listing Committee of The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission (HKEC Listing) Committee. He was an independent non-executive director of Hong Kong Exchanges and Clearing Limited, and the chairman and independent non-executive director of OTC Clearing Hong Kong Limited.

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\$200,000, and additional annual fees of HK\$80,000, HK\$100,000 and HK\$50,000 as the Chairman of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee respectively. 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.

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.

Mr Patrick SUN, aged 58, was appointed an Independent Non-executive Director on 1 October 2008. He is currently an independent non-executive director of Sihuan Pharmaceutical Holdings Group Ltd, China NT Pharma Group Company Limited, China Railway Signal & Communication Corporation Limited and Kunlun Energy Company Limited, all of which are listed in Hong Kong. He is also an independent non-executive director of CRRC Corporation Limited and China Railway Construction Corporation Limited, both of which are listed on the Stock Exchanges of Hong Kong and Shanghai. He is a vice-chairman of The Chamber of Hong Kong Listed Companies and was its chairman (2013 – 2015) and Honorary Chief Executive Officer.

Mr Sun was an independent non-executive director and non-executive chairman of Solomon Systech (International) Limited, a non-executive director of Renhe Commercial Holdings Company Limited, an executive director of Value Convergence Holdings Limited and SW Kingsway Capital Holdings Limited (all of which are listed companies in Hong Kong), and an independent non-executive director of China Railway Group Limited (listed on the Stock Exchanges of Hong Kong and Shanghai), China CNR Corporation Limited (which was delisted in May 2015 due to merger with CRRC Corporation Limited) and The Link Management Limited (the manager of The Link Real Estate Investment Trust which is also listed in Hong Kong), the Senior Country Officer and Head of Investment Banking for Hong Kong of JP Morgan Chase, group executive director and Head of Investment Banking for Greater China at Jardine Fleming Holdings Limited. He was a member of the Takeovers & Mergers Panel and the Takeovers Appeal Committee, Deputy Convenor of the Listing Committee of the Stock Exchange and a council member of the Stock Exchange.

Mr Sun graduated from the Wharton School of the University of Pennsylvania, the United States, with a Bachelor of Science degree in Economics in 1981. Mr Sun also completed the Stanford Executive Program of Stanford Business School, the United States, in 2000. Mr Sun is a fellow of the Association of Chartered Certified Accountants, the United Kingdom, and a fellow of the Hong Kong Institute of Certified Public Accountants.

Mr Sun'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\$200,000, and additional annual fees of HK\$140,000 and HK\$50,000 as the Chairman of the Audit Committee and a member of the Nomination Committee respectively. 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.

Save as disclosed above, Mr Sun 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.

Mr Jeremy Paul Egerton HOBBS, aged 69, was appointed as the Company's Executive Director and the Group's Chief Executive Officer on 4 June 2016. He is responsible for managing the Group's business, including the implementation of major strategies and initiatives.

Mr Hobbins joined the Fung group in 1999. He was Group Managing Director of Fung Retailing Limited and a director of Fung Holdings (1937) Limited, both companies are substantial shareholders of the Company, and was Deputy Chairman of Fung Distribution International Limited. He was also a Director of the Company from December 2006 to June 2011 and its Group Managing Director from March 2007 to May 2009. Currently, he is a non-executive director of the publicly listed Convenience Retail Asia Limited.

Prior to joining the Fung group, Mr Hobbins has held a number of management positions in a variety of companies including Chief Executive of Inchcape Marketing Services – Asia Pacific and its listed subsidiary in Singapore, Chief Executive of Inchcape Buying Services based in Hong Kong, President of the Campbell Soup Company, United Kingdom, and President of Ault Foods, Canada. He had also held a number of senior management positions in Procter & Gamble, Hutchison Whampoa and Cadbury Schweppes where he started his career in brand management.

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 Hobbins is entitled to an annual director's fee of HK\$200,000, which 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. The principal elements of his remuneration package include basic salary, rental reimbursement, share options, other benefits in kind and a bonus calculated with reference to the profit before interest and tax of the Group against a minimum of 3 months' pro-rata bonus in 2016 and 2017. For the period from 4 June 2016 to 31 December 2016, he has received a total remuneration of approximately HK\$3.46 million. 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 Hobbins had corporate interest of 1,700,000 Shares, trust interest of 4,234,500 Shares and personal interest of 2,000,000 underlying Shares deriving from share options granted under the Company's share option scheme.

Save as disclosed above, Mr Hobbins 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. 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 Terence FUNG Yue Ming, aged 37, son of Dr William Fung Kwok Lun, nephew of Dr Victor Fung Kwok King and cousin of Ms Sabrina Fung Wing Yee, is a Non-executive Director appointed on 10 August 2016.

He is the Executive Vice-President of Corporate Services of Li & Fung (Trading) Limited, a wholly-owned subsidiary of Li & Fung Limited which is listed on the Stock Exchange. He manages Li & Fung's hub operations in Hong Kong, Korea and Taiwan. He also is responsible for Li & Fung group's corporate services and for strategic engagement with stakeholders on matters of local business environment of these regions. Mr Terence Fung who joined the Li & Fung group in 2004 attended Princeton University and Boston College in the United States.

His 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\$200,000, and an additional annual fee of HK\$100,000 as a member of the Audit Committee. 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 Fung had personal interest of 50,000 Shares.

Mr Fung has not held any directorship in other listed public companies in the last three years. 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.

NOTICE OF ANNUAL GENERAL MEETING



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 Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on Wednesday, 7 June 2017 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 2016.
2. To re-elect the following Directors:
 - (i) Mr Cassian CHEUNG Ka Sing;
 - (ii) Dr William FUNG Kwok Lun;
 - (iii) Mr Michael LEE Tze Hau;
 - (iv) Mr Patrick SUN;
 - (v) Mr Jeremy Paul Egerton HOBBS; and
 - (vi) Mr Terence FUNG Yue Ming.
3. To re-appoint PricewaterhouseCoopers as Auditor and authorise the Board of Directors to fix its remuneration.
4. 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;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (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 number of shares 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 number of the shares 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 number of the shares 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 number of the shares 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).”

NOTICE OF ANNUAL GENERAL MEETING

5. 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;
- (b) the aggregate number 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 number of the shares 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.”

NOTICE OF ANNUAL GENERAL MEETING

6. 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 4 set out in the notice convening this Meeting in respect of the shares 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, 13 April 2017

Notes:

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

Members who are entitled to attend and vote at the said meeting are those whose names appear on the Register of Members of the Company as at the close of business on Thursday, 1 June 2017. 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 Thursday, 1 June 2017.

(2) Proxy

A member entitled to attend and vote at the above meeting may appoint one or, if he/she holds two or more shares, more than one proxy to attend and vote instead of him/her. 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 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.trinitygroup.com.