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TRINITY LIMITED
利邦控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 891)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Trinity Limited (the “Company”) will be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 28 May 2020 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 independent auditor for the year ended 31 December 2019.
2. To re-elect the following directors of the Company:
 - (i) to re-elect Mr QIU Yafu as a non-executive director;
 - (ii) to re-elect Mr Paul David HAOUZI as an executive director;
 - (iii) to re-elect Ms QIU Chenran as an executive director; and
 - (iv) to re-elect Mr ZHAO Zongren as an independent non-executive director.
3. To re-appoint PricewaterhouseCoopers as auditor and authorise the board of directors of the Company to fix its remuneration.

* For identification purposes only

4. As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) 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 of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the shares of the Company 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 of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company; or (iii) the exercise of the subscription rights under any options granted under any share option scheme or similar arrangement from time to time adopted by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company; or (v) any special authority, shall not exceed twenty per cent (20%) of the total number of the shares of the Company in issue on the date of the passing of 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 date of 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 by the Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority set out in this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the directors of the Company 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 outside Hong Kong applicable to the Company).”

5. As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the 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 of Hong Kong Limited 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 of the Company are authorised to buy back pursuant to the approval in paragraph (a) of this resolution shall not exceed ten per cent (10%) of the total number of the shares of the Company in issue on the date of the 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 date of 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 by the Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority set out in this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolution numbered 4 and resolution numbered 5 as set out in the notice of this meeting, the general mandate granted to the directors of the Company pursuant to resolution numbered 4 and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company be and is hereby extended by the addition thereto of the total number of issued shares bought back by the Company pursuant to the authority granted under resolution numbered 5, provided that such a number shall not exceed ten per cent (10%) of the total number of the shares of the Company in issue on the date of the passing of this resolution.”

7. As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to the granting by the Listing Committee of the Stock Exchange of the approval for the listing of, and permission to deal in, the shares of the Company which may fall to be issued and allotted under the proposed share option scheme of the Company (the “**New Share Option Scheme**”), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, the New Share Option Scheme be and is hereby approved and adopted; and
- (b) the directors of the Company be and are hereby authorised to grant options to subscribe for the shares of the Company in accordance with the rules of the New Share Option Scheme up to a maximum of ten per cent (10%) of the total number of shares of the Company in issue on the date of the passing of this resolution, to allot, issue and deal with additional shares of the Company pursuant to the exercise of the options so granted, to administer the New Share Option Scheme in accordance with its rules and to take all necessary actions incidental thereto as they deem fit.”

By Order of the Board
LEUNG Wai Yee
Company Secretary

Hong Kong, 27 April 2020

Notes:

- (1) A member entitled to attend and vote at the AGM may appoint one or more proxy/proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (2) In the case of joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of the joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such jointly held share.

- (3) In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (4) The register of members of the Company will be closed from Monday, 25 May 2020 to Thursday, 28 May 2020 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at the address mentioned above for registration no later than 4:30 p.m. on Friday, 22 May 2020.
- (5) Information on the proposals for general mandates to issue shares and buy back shares, the biographical information of the retiring Directors offering for re-election and a summary of the principal terms of the proposed new share option scheme can be found in the circular to shareholders of the Company dated 27 April 2020.
- (6) The Chinese version of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
- (7) **To safeguard the safety and health of shareholders against the coronavirus disease 2019 (COVID-19) pandemic, the following precautionary measures will be implemented by the Company at the AGM:**
 - (i) **the AGM is being held at Conrad Hong Kong and compulsory body temperature check will be conducted by the hotel. The hotel may refuse entry to the hotel by persons who fail the body temperature checks. Persons so refused entry to the hotel will not be able to attend the AGM. All persons are reminded to wear surgical masks before entry to the hotel;**
 - (ii) **all shareholders, proxies and other attendees are required to wear surgical masks on entry to, and throughout, the AGM;**
 - (iii) **no refreshment will be served at the AGM; and**
 - (iv) **no corporate gift will be distributed at the AGM.**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine will be denied entry to the meeting venue. Shareholders are in any event asked to consider carefully the risk of attending the AGM, which will be held in an enclosed environment. The Company wishes to remind shareholders that attendance at the AGM in person is not necessary for the purpose of exercising their voting rights. Shareholders are strongly encouraged to appoint the chairman of the meeting as their proxy to vote on the relevant resolutions on their behalf.

- (8) If Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at 8:00 a.m. on Thursday, 28 May 2020, the AGM will be rescheduled. The Company will publish an announcement to notify shareholders of the date, time and venue of the rescheduled meeting.
- (9) As at the date of this notice, the board of directors of the Company comprises five executive directors, namely Ms SUN Weiying (Chief Executive Officer), Mr Paul David HAOUZI (President), Ms QIU Chenran, Ms SU Xiao and Mr Kelvin HO Cheuk Yin (Chief Strategy Officer); three non-executive directors, namely Mr QIU Yafu (Chairman), Ms Sabrina FUNG Wing Yee (Deputy Chairman) and Mr WONG Yat Ming; and five independent non-executive directors, namely Mrs Eva CHENG LI Kam Fun, Mr Patrick SUN, Mr Victor HUANG, Mr YANG Dajun and Mr ZHAO Zongren.