
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
FINAL AND SPECIAL FINAL DIVIDENDS
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Trinity Limited to be held at Pheasant-Jasmine Room, 1/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on Tuesday, 28 May 2013 at 11:30 am is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

* *For identification purposes only*

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DEFINITIONS

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

“Annual General Meeting”	annual general meeting of the Company to be held at Pheasant-Jasmine Room, 1/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on Tuesday, 28 May 2013 at 11:30 am, notice of which is set out on pages 13 to 16 of this circular
“associate”	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”	4 April 2013, 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 13 to 16 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

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

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Principal Place of Business:

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

Independent Non-executive Directors:

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

12 April 2013

To Shareholders

Dear Sirs or Madams

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

INTRODUCTION

The purposes of this circular are to give you notice of the Annual General Meeting, and information on certain matters to be dealt with at the Annual General Meeting, which include (i) grant of general mandates to issue and repurchase Shares; (ii) payment of final and special final dividends; and (iii) 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 11 May 2012, 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 5) to give the Directors a general and unconditional mandate to allot, issue and deal with additional Shares up to (a) 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting (the “**Issue Mandate**”) plus (b) (if the Directors are so authorised by a separate resolution (resolution numbered 7) of the Shareholders) the aggregate nominal amount of the Shares repurchased by the Company subsequent to the passing of such resolution by the Shareholders as described below (collectively the “**Issue Mandates**”); and
- (ii) an ordinary resolution (resolution numbered 6) to give the Directors a general and unconditional mandate to repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the Annual General Meeting (the “**Repurchase Mandate**”).

Based on the 1,726,694,883 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 345,338,976 Shares under the Issue Mandate and to repurchase a maximum of 172,669,488 Shares under the Repurchase Mandate.

Shareholders are invited to refer to the Notice set out on pages 13 to 16 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

FINAL AND SPECIAL FINAL DIVIDENDS

The Board has recommended a final dividend of 14 HK cents per Share and a special final dividend of 2 HK cents per Share (collectively the “**Dividends**”) for 2012. Subject to the Shareholders’ approval of payment of the Dividends at the Annual General Meeting, the Register of Members will be closed on 3 June 2013 and no transfer of Shares will be registered on that day. In order to qualify for the proposed Dividends, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 pm on 31 May 2013. Dividend warrants are expected to be despatched to the Shareholders on 10 June 2013.

RE-ELECTION OF DIRECTORS

According to Bye-law 84 of the Bye-laws, at each annual general meeting one-third of the Directors shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Accordingly, Dr Victor FUNG Kwok King, Mr Danny LAU Sai Wing, Mr Bruno LI Kwok Ho and Mr Jean-Marc LOUBIER 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.

Under resolution numbered 3 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 13 to 16 of this circular.

The record date for determining Members’ right to attend and vote at the Annual General Meeting is 27 May 2013 (the “**Record Date**”). Members whose names appear on the Register of Members of the Company on the 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 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 pm on 27 May 2013.

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.

LETTER FROM THE CHAIRMAN

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* 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 issued share capital of the Company comprised 1,726,694,883 Shares which are fully paid. Subject to the passing of resolution numbered 6 regarding the Repurchase Mandate as set out in the Notice and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 172,669,488 Shares until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act 1981 of Bermuda (as amended) to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

2. REASONS FOR REPURCHASE

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

3. FUNDING OF REPURCHASES

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

The Directors consider that if the Repurchase Mandate is exercised in full, there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in its audited financial statements for the year ended 31 December 2012 (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:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2012		
April	6.85	6.19
May	6.90	5.84
June	6.08	4.76
July	5.65	4.90
August	5.84	4.90
September	5.67	4.99
October	5.57	5.13
November	5.73	5.12
December	5.53	5.00
2013		
January	5.47	4.52
February	4.86	4.20
March	4.56	3.86
April (up to the Latest Practicable Date)	3.95	3.77

7. TAKEOVERS CODE

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

As at the Latest Practicable Date, Fung Trinity Investments Limited ("**Fung Trinity**") (formerly known as "LiFung Trinity Limited") was directly interested in approximately 35.69% 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 39.67% 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 Victor FUNG Kwok King, Mr Danny LAU Sai Wing, Mr Bruno LI Kwok Ho and Mr Jean-Marc LOUBIER, all of whom will retire at the Annual General Meeting in accordance with the Bye-laws and, being eligible, will offer themselves for re-election:

Dr Victor FUNG Kwok King, *GBM, GBS, CBE*, aged 67, brother of Dr William Fung Kwok Lun and father of Ms Sabrina Fung Wing Yee, has been the Chairman of the Company and a Non-executive Director since December 2006. Dr Fung is Group Chairman of the Fung group (formerly known as “Li & Fung group”), a Hong Kong-based multi-national group which comprises major subsidiaries in trading, logistics, distribution and retailing. They include publicly-listed Li & Fung Limited, Convenience Retail Asia Limited and the Company. Dr Fung has become Honorary Chairman of Li & Fung Limited after stepping down as its Group Chairman since May 2012. In addition, he is a director of King Lun Holdings Limited, Fung Holdings (1937) Limited (formerly known as “Li & Fung (1937) Limited”), Fung Retailing Limited (formerly known as “Li & Fung (Retailing) Limited”) and Fung Trinity Investments Limited (formerly known as “LiFung Trinity Limited”), which are substantial shareholders of the Company. Dr Fung holds Bachelor and Master degrees in Electrical Engineering from the Massachusetts Institute of Technology and a Doctorate in Business Economics from Harvard University.

Dr Fung is an independent non-executive director of BOC Hong Kong (Holdings) Limited (Hong Kong), Chow Tai Fook Jewellery Group Limited (Hong Kong) and Koç Holding A.Ş. (Turkey). He has also been appointed as independent non-executive director of China Petrochemical Corporation (People’s Republic of China) since April 2012. Dr Fung is Founding Chairman of the Fung Global Institute, an independent, non-profit think-tank based in Hong Kong. He is also Honorary Chairman of the International Chamber of Commerce and a member of WTO Panel on Defining the Future of Trade (since April 2012). In public service, Dr Fung is a member of the Chinese People’s Political Consultative Conference and a vice chairman of China Centre for International Economic Exchanges. He has also been appointed as a member of the Economic Development Commission of the Hong Kong Government recently. Dr Fung was Chairman of the Hong Kong Trade Development Council (1991–2000), the Hong Kong representative on the APEC Business Advisory Council (1996–2003), Chairman of the Hong Kong Airport Authority (1999–2008), Chairman of The Council of The University of Hong Kong (2001–2009), Chairman of the Hong Kong–Japan Business Co-operation Committee (2004–2010), Chairman of the Greater Pearl River Delta Business Council (2004 – end of February 2013) and a member of the Commission on Strategic Development of the Hong Kong Government (2005–June 2012). Dr Fung formerly served on the boards of CapitaLand Limited (2005–2010), Integrated Distribution Services Group Limited (2003–2011) and Baosteel Group Corporation (from 2005 until expiry of the term of directorship at end of January 2013). In 2003 and 2010, the Hong Kong Government awarded Dr Fung the Gold Bauhinia Star and Grand Bauhinia Medal, respectively, for distinguished service to the community.

Dr Fung’s appointment as a Director is for a term of three years and subject to retirement and re-election at annual general meeting of the Company pursuant to the Bye-laws. He is entitled to an annual director’s fee of HK\$150,000 as the Chairman of the Board of Directors, and an additional annual fee of HK\$30,000 as a member of the Remuneration Committee. Such fees are subject to assessment with reference to remuneration surveys conducted by independent external consultants.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Dr Fung was interested in an aggregate of 649,027,555 Shares, which were directly held by Fung Trinity Investments Limited and Fung Capital 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 Danny LAU Sai Wing, aged 61, was appointed as Executive Director and the Group's Chief Operating Officer on 1 January 2011. He is responsible for the supply chain management of the Group and the operation of the Kent & Curwen brand. Prior to joining the Group, he was an executive director of Li & Fung (Trading) Limited, which is a wholly-owned subsidiary of Li & Fung Limited, a company listed on the Main Board of the Stock Exchange, where he was in charge of the business stream specialising in sourcing for global apparel brands and apparel specialty stores in the United States. Mr Lau joined the Li & Fung group in 1981 and was an executive director of Li & Fung Limited from 1992 to 2009. Mr Lau graduated from the University of Kansas with a Bachelor of Science Degree in Business and Accounting.

The term of his service as a Director is subject to retirement and re-election at the annual general meeting of the Company pursuant to the Bye-laws. Mr Lau is entitled to an annual director's fee of HK\$120,000, which is subject to assessment with reference to remuneration surveys conducted by independent external consultants. The principal elements of his remuneration package include basic salary, discretionary bonus, housing allowance, share options and other benefits in kind. For the financial year ended 31 December 2012, he has received a total remuneration of approximately HK\$7,995,000. The remuneration for an executive director is to link his compensation with performance as measured against corporate objectives.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Mr Lau had a personal interest in 2,000,000 underlying Shares deriving from share options granted under the share option scheme of the Company.

Save as disclosed above, Mr Lau 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 Bruno LI Kwok Ho, aged 63, is the Chief Financial Officer of the Group and an Executive Director since 1 July 2009. He is responsible for the finance and accounting, human resources, and information technology functions of the Group. Prior to joining the Group, he was the Chief Financial Officer of Fung Holdings (1937) Limited (formerly known as “Li & Fung (1937) Limited”), a substantial shareholder of the Company, from January 2008 to June 2009. Mr Li joined the Li & Fung group in January 1991 as the Chief Financial Officer. From February 1993 to December 2007, he was appointed as the Retail Services Director of Fung Retailing Limited (formerly known as “Li & Fung (Retailing) Limited”) (the retailing arm of the Fung group) and took charge of all centralised supporting services, which comprised the areas of finance and accounting, human resources and administration, information technology and real estate. From January 2001 to August 2009, Mr Li was an executive director of Convenience Retail Asia Limited, a listed company in Hong Kong principally engaging in the operations of a chain of convenience stores and bakery shops in Hong Kong and the Chinese Mainland under the trade name of “Circle K” and “Saint Honore”, respectively. Prior to joining the Li & Fung group, he gained extensive senior financial management experience with several multi-national trading and retailing groups such as Dairy Farm and Rhone Poulenc.

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

The term of his service as a Director is subject to retirement and re-election at the annual general meeting of the Company pursuant to the Bye-laws. Mr Li is entitled to an annual director’s fee of HK\$120,000, which is subject to assessment with reference to remuneration surveys conducted by independent external consultants. The principal elements of his remuneration package include basic salary, discretionary bonus, housing allowance, share options and other benefits in kind. For the financial year ended 31 December 2012, he has received a total remuneration of approximately HK\$5,558,000. The remuneration for an executive director is to link his compensation with performance as measured against corporate objectives.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Mr Li has a personal interest of 5,400,000 Shares.

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

Mr Jean-Marc LOUBIER, aged 57, was appointed an Independent Non-executive Director on 1 June 2009 and re-designated as a Non-executive Director on 23 March 2011. He is the Chief Executive Officer of HKL Holding in Paris, France. He is an independent non-executive director of Harry Winston Diamond Corporation (now known as “Dominion Diamond Corporation”), a company listed on the Toronto Stock Exchange and the New York Stock Exchange. He is also the Chief Executive Officer of RC Holdings SAS, which operates the footwear and accessories brand, Robert Clergerie. Mr Loubier is the President of Fung Heritage Brands Advisory SAS and Delvaux Design Coordination & Finance NV and the Chairman of Sonia Rykiel Creation et Diffusion de Modeles SA. He is also the Chairman of the Supervisory Board of Cerruti 1881 SAS and *Gérant* of Toga Investments France SARL, both are the Company’s subsidiaries in France. He is a Board Member of Federation Francaise de la Couture et du Pret a Porter and a Vice President of Chambre Syndicale du Pret a Porter. Mr Loubier was the Chief Executive Officer of Escada AG, a company listed on the Frankfurt Stock Exchange, from 1 June 2007 to 30 June 2008 and was a member of its supervisory board and chairman of its strategy committee since November 2006 to May 2007. Previously, Mr Loubier held key managing positions for 16 years in the LVMH Group, where he joined Louis Vuitton Malletier in 1990 as Director of Communications, and was later the Executive Vice President until 2000. He was the President and Chief Executive Officer of Celine and a board member of Comite Colbert, French Association of Luxury Companies from 2000 to 2006. Mr Loubier has an extensive and profound international experience in the luxury, fashion, and retail industries.

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

Mr Loubier’s appointment as a Director is for a term of 3 years and subject to retirement and re-election at the annual general meeting of the Company pursuant to the Company’s 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. Such fees are subject to assessment with reference to remuneration surveys conducted by independent external consultants.

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

NOTICE OF ANNUAL GENERAL MEETING



TRINITY

TRINITY LIMITED

利邦控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 891)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Pheasant-Jasmine Room, 1/F, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on Tuesday, 28 May 2013 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 2012.
2. To declare final and special final dividends for the year ended 31 December 2012.
3. To re-elect the following Directors:
 - (i) Dr Victor FUNG Kwok King;
 - (ii) Mr Danny LAU Sai Wing;
 - (iii) Mr Bruno LI Kwok Ho; and
 - (iv) Mr Jean-Marc LOUBIER.
4. To re-appoint PricewaterhouseCoopers as Auditor and authorise the Board of Directors to fix its remuneration.
5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

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

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (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
- (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

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

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** the Directors be authorised to exercise the powers of the Company referred to in paragraph (a) of Resolution numbered 5 set out in the notice convening this Meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By Order of the Board
Christiana Y W YIU
Company Secretary

Hong Kong, 12 April 2013

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 27 May 2013 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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 pm on 27 May 2013.

(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 and the Company at www.trinitygroup.com.

(3) Book Closure for determining entitlement to final and special final dividends

The Directors have recommended the payment of a final dividend of 14 HK cents per Share and a special final dividend of 2 HK cents per Share (collectively the “**Dividends**”) for 2012. Subject to Shareholders' approval of payment of the Dividends at the Annual General Meeting, the Register of Members of the Company will be closed on 3 June 2013 and no transfer of Shares will be registered on that day. In order to qualify for the proposed Dividends, 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 31 May 2013.