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

A notice convening the annual general meeting of Trinity Limited to be held at Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on Wednesday, 20 May 2015 at 11:30 am is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

* *For identification purposes only*

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	annual general meeting of the Company to be held at Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on Wednesday, 20 May 2015 at 11:30 am, notice of which is set out on pages 14 to 17 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”	9 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Member(s)”	duly registered holder(s) from time to time of the Share(s)
“Notice”	notice of the Annual General Meeting set out on pages 14 to 17 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
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE CHAIRMAN



TRINITY LIMITED 利邦控股有限公司*

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

Executive Directors:

Mr Richard Samuel COHEN (*Chief Executive Officer*)
Mr Bruno LI Kwok Ho (*Chief Financial Officer*)
Mr Danny LAU Sai Wing (*Chief Operating Officer*)

Non-executive Directors:

Dr Victor FUNG Kwok King *GBM, GBS, CBE (Chairman)*
Dr William FUNG Kwok Lun *SBS, OBE, JP (Deputy Chairman)*
Ms Sabrina FUNG Wing Yee
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

16 April 2015

To Shareholders

Dear Sirs or Madams

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

INTRODUCTION

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

* *For identification purposes only*

LETTER FROM THE CHAIRMAN

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 21 May 2014, 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 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 7) 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 6) 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 14 to 17 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 DIVIDEND

The Board has recommended a final dividend of 4.3 HK cents per Share for 2014. Subject to the Shareholders' approval of the proposed final dividend at the Annual General Meeting, the Register of Members will be closed on 28 May 2015 and no transfer of Shares will be registered on that day. In order to qualify for the said dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 pm on 27 May 2015. Dividend warrants are expected to be despatched to the Shareholders on 9 June 2015.

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, Mrs Eva CHENG LI Kam Fun, Mr Cassian CHEUNG Ka Sing, Mr Patrick SUN and Mr WONG Yat Ming will retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Each of Mrs Cheng, Mr Cheung 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 Richard Samuel COHEN, who was appointed as Director on 21 August 2014, will retire at the Annual General Meeting and, being eligible, will offer himself 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.

LETTER FROM THE CHAIRMAN

ANNUAL GENERAL MEETING

The Notice convening the Annual General Meeting is set out on pages 14 to 17 of this circular.

The record date for determining Members' right to attend and vote at the Annual General Meeting is 19 May 2015. Members whose names appear on the Register of Members of the Company on this record date will be entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the said Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 pm on 19 May 2015.

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

VOTING

Pursuant to the Bye-laws, at any general meeting a resolution put to vote of the meeting shall be decided by way of a poll. On a poll, every Member present in person or by proxy or, (being a corporation) by its duly authorised representative shall have one vote for every fully paid Share held by him. Further, on a poll, a Member entitled to more than one vote need not, if he votes, use all votes or cast all the votes he uses in the same way. Results of the poll voting will be published on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk 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 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 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 2014 (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\$)
2014		
April	2.21	1.96
May	2.04	1.82
June	1.89	1.65
July	2.08	1.64
August	2.53	1.89
September	2.56	2.04
October	2.22	1.76
November	1.87	1.63
December	1.70	1.42
2015		
January	1.70	1.42
February	1.53	1.44
March	1.59	1.39
April (up to the Latest Practicable Date)	1.90	1.57

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 Mrs Eva CHENG LI Kam Fun, Mr Cassian CHEUNG Ka Sing, Mr Patrick SUN, Mr WONG Yat Ming and Mr Richard Samuel COHEN, 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:

Mrs Eva CHENG LI Kam Fun, aged 62, was appointed an Independent Non-executive Director on 1 November 2011. Mrs Cheng is an executive director of Our Hong Kong Foundation, which is a non-government, non-profit institute – a think tank dedicated to independent research focused on Hong Kong’s near and long term development needs.

Mrs Cheng began her career with Amway in Hong Kong in 1977 and was promoted to the rank of Corporate Executive Vice President of Amway in 2005. She had direct responsibility for all Amway markets in the Greater China and Southeast Asia regions. She is best known for leading Amway’s entry into China in 1991, and served concurrently as Executive Chairwoman of Amway China Co. Ltd. until her retirement in the spring of 2011. Under her leadership, Amway China overcame significant regulatory and operating challenges and grew to become a business enterprise with over US\$3 billion in revenues in 2010. In 2007, CNBC presented Mrs Cheng with the “China Talent Management Award”. In 2008 and 2009, she was twice named by Forbes magazine as one of the “World’s 100 Most Powerful Women”. In 2010, Fortune magazine (Chinese edition) named her as one of the “25 Most Influential Business Women in China”.

Mrs Cheng is the Founding Chairwoman & Honorary Chairwoman of the Amway Charity Foundation, Member of the Executive Committee of the All-China Women’s Federation, and Member of the Guangdong Provincial Committee of Chinese People’s Political Consultative Conference. She currently serves as Independent Non-Executive Director on other publicly listed company boards of Haier Electronics Group Co., Ltd. in Hong Kong and Amcor Limited in Australia. She is also a director of Nestlé S.A., which is a company listed in Switzerland. She was an independent non-executive director of Amway (Malaysia) Holdings Berhad (a listed company in Malaysia), Esprit Holdings Limited (a listed company in Hong Kong) and The Link Management Limited (the manager of The Link Real Estate Investment Trust which is listed in Hong Kong).

Mrs Cheng graduated from The University of Hong Kong and holds a Bachelor of Arts (Hons) Degree and a Master of Business Administration Degree.

Mrs Cheng’s appointment as a Director is for a term of three years and subject to retirement and re-election at the annual general meeting of the Company pursuant to the Bye-laws. She is entitled to an annual director’s fee of HK\$200,000, and additional annual fees of HK\$100,000 and HK\$50,000 as 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, Mrs Cheng has not held any other directorship in any other listed public companies in the last three years, nor does she have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, she 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 Cassian CHEUNG Ka Sing, aged 59, was appointed an Independent Non-executive Director on 1 October 2008. 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.

Currently, Mr Cheung is an executive director and Group Chief Executive Officer of Next Media Limited, a company listed on the Main Board of the Stock Exchange. On 12 December 2014, he was appointed as the Interim Group Chairman of Next Media Limited following resignation of its Group Chairman.

He is a member of the Global Advisory Board of the Kellogg School of Management at Northwestern University, and was the President of the Hong Kong Kellogg Alumni Club. He is also an advisory member of the Global Business program of the Business School of the Hong Kong University of Science and Technology (“HKUST”). Since 2005, Mr Cheung has been an adjunct professor at the Business and Management School of the HKUST, where he teaches management courses in both the Master of Business Administration program and the undergraduate Global Business program. Mr Cheung received a Master of Business Administration degree from the Kellogg School of Management, Northwestern University.

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.

Mr Patrick SUN, aged 56, was appointed an Independent Non-executive Director on 1 October 2008. He is currently an independent non-executive director and non-executive chairman of Solomon Systech (International) Limited, and an independent non-executive director of Sihuan Pharmaceutical Holdings Group Ltd and China NT Pharma Group Company Limited, all of these companies are listed in Hong Kong. He is also an independent non-executive director of China CNR Corporation Limited and China Railway Construction Corporation Limited, both of which are listed on the Stock Exchanges of Hong Kong and Shanghai. He is the Chairman of The Chamber of Hong Kong Listed Companies, appointed in June 2013 and was its Vice-chairman and Honorary Chief Executive Officer. Mr Sun was a non-executive director of Renhe Commercial Holdings Company Limited, an executive director of Value Convergence Holdings Limited and SW Kingsway Capital Holdings Limited, and an independent non-executive director of China Railway Group Limited (all of which are listed companies in Hong Kong) 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 WONG Yat Ming, aged 64, was re-designated as a Non-executive Director in May 2014. He was appointed a Director in December 2006 and was the Group Managing Director from June 2009 to May 2014. Mr Wong is an executive director of Fung Retailing Limited, a substantial shareholder of the Company, and also a managing director of Fung Investment Management Limited and a director of Fung (1906) Foundation Limited. Mr Wong was the Chief Executive, Consumer and Healthcare of Greater China of Inchcape Marketing Service, and a director of Inchcape Pacific Limited. He joined the Fung group in 1999 as Regional Director of Fung Distribution International Limited. He has more than 30 years of experience in the distribution of consumer products including fast-moving consumer products in the Asia-Pacific Region. He has ample experience in the marketing of consumer brands and successfully marketed many well-known consumer brands in the Asia-Pacific Region.

Mr Wong holds a Bachelor of Arts (Hons) degree in Economics and Philosophy from The University of Hong Kong.

Mr Wong'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, 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.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Mr Wong has a personal interest of 50,976,563 Shares.

Mr Wong has not held any other 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 information to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

Mr Richard Samuel COHEN, aged 60, the Group's Chief Executive Officer appointed on 22 May 2014, and an Executive Director of the Company from 21 August 2014.

Mr Cohen has 40 years' experience in the apparel industry and the retail market, and held various senior positions in a number of prestigious international apparel and retail companies. Mr Cohen served on the worldwide executive committee of Ermenegildo Zegna Corp where he was President and CEO for North America for 16 years until 2004. He was also a senior executive with the Burberry Group wholesale and retail team in the United States during the 1980s. Prior to joining the Group, Mr Cohen was Senior Vice-President of Business Development at Saks Fifth Avenue.

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 Cohen 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.

There is no specific term for Mr Cohen's employment as the Group's Chief Executive Officer commencing on 22 May 2014 (the "Commencement Date"), which may be terminated at any time by either party giving to the other 12 months' notice (if the notice is given within the first three years after the Commencement Date) or six months' notice (if the notice is given on or after three years after the Commencement Date). Pursuant to the employment contract, Mr Cohen is entitled to an annual salary in the amount of US\$500,000 (to be reviewed in three years after the Commencement Date), a bonus calculated with reference to the profit before interest and tax of the Group and other benefits in kind (including allowances in the annual amount of US\$250,000 and insurance benefits). He is also eligible to participate in the share option scheme of the Company. For the financial year ended 31 December 2014, he received a total remuneration of approximately HK\$5,653,580. The remuneration package of the Chief Executive Officer is determined on the basis of his relevant experience, responsibility, and also benchmarked with the market.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Mr Cohen had personal interest of 5,970,000 underlying Shares deriving from share options granted under the Company's share option scheme.

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

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, 20 May 2015 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 2014.
2. To declare a final dividend for the year ended 31 December 2014.
3. To re-elect the following Directors:
 - (i) Mrs Eva CHENG LI Kam Fun;
 - (ii) Mr Cassian CHEUNG Ka Sing;
 - (iii) Mr Patrick SUN;
 - (iv) Mr WONG Yat Ming; and
 - (v) Mr Richard Samuel COHEN.
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 Company 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 total 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 total 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

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 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 total 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

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, 16 April 2015

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 19 May 2015 are entitled to attend and vote at the said meeting. In order to qualify for the event, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 pm on 19 May 2015.

(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 and Record Date for determining entitlement to final dividend

Subject to Shareholders' approval of payment of the proposed final dividend for 2014 at the Annual General Meeting, the Register of Members of the Company will be closed on 28 May 2015 and no transfer of shares will be registered on that day. Members whose names appear on the Register of Members of the Company on 28 May 2015 are entitled to the said dividend. In order to qualify for this dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at the above address for registration no later than 4:30 pm on 27 May 2015.