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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should obtain independent professional advice or consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Trinity Limited, you should at once hand this circular and the accompanying form of proxy and, if applicable, the annual report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

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**TRINITY LIMITED**

**利邦控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 891)**

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

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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 Monday, 23 May 2016 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 the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	annual general meeting of the Company to be held at Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on Monday, 23 May 2016 at 11:30 am, notice of which is set out on pages 13 to 16 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”	12 April 2016, 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 dollars and cents respectively, the lawful currency of Hong Kong
“%”	per cent

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LETTER FROM THE CHAIRMAN

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TRINITY

**TRINITY LIMITED**

**利邦控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 891)**

***Executive Directors:***

Mr Richard Samuel COHEN (*Chief Executive 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

*To Shareholders*

19 April 2016

Dear Sirs or Madams

**PROPOSALS FOR  
GENERAL MANDATE TO ISSUE SHARES  
GENERAL MANDATE TO REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
AND  
APPOINTMENT OF DIRECTOR  
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) re-election of Directors; and (iii) proposed appointment of Director.

\* *For identification purposes only*

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## LETTER FROM THE CHAIRMAN

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 20 May 2015, 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 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.

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## LETTER FROM THE CHAIRMAN

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### 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, Dr Victor FUNG Kwok King, Ms Sabrina FUNG Wing Yee, Mr Danny LAU Sai Wing and Mr Jean-Marc LOUBIER will retire by rotation at the Annual General Meeting. Dr Victor FUNG Kwok King, Ms Sabrina FUNG Wing Yee and Mr Jean-Marc LOUBIER, being eligible, will offer themselves for re-election. Mr Danny LAU Sai Wing will not stand for re-election and will retire from the Board with effect from the conclusion of the Annual General Meeting, while he continues to act as the Chief Operating Officer of the Group.

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

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

### PROPOSED APPOINTMENT OF DIRECTOR

The Board has endorsed the recommendation from the Nomination Committee to appoint Mr Srinivasan PARTHASARATHY as an Executive Director of the Company. The recommendation will be put forward at the Annual General Meeting for Shareholders' consideration and approval by way of an ordinary resolution (resolution numbered 3) and the proposed appointment will take effect from the conclusion of the Annual General Meeting.

Information of Mr Parthasarathy is set out in Appendix III to this circular.

### 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 20 May 2016. Members whose names appear on the Register of Members of the Company on this record date will be entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the said Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 pm on 20 May 2016.

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## LETTER FROM THE CHAIRMAN

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There is enclosed a form of proxy for use at the Annual General Meeting. A Member entitled to attend and vote at the Annual General Meeting may appoint one or, if he/she holds two or more Shares, more than one proxy to attend and vote instead of him/her. A proxy need not be a Member of the Company. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

### **VOTING**

Pursuant to the Bye-laws, at any general meeting a resolution put to vote of the meeting shall be decided by way of a poll. On a poll, every Member present in person or by proxy or, (being a corporation) by its duly authorised representative shall have one vote for every fully paid Share held by him/her. Further, on a poll, a Member entitled to more than one vote need not, if he/she votes, use all votes or cast all the votes he/she uses in the same way. Results of the poll voting will be published on the websites of Hong Kong Exchanges and Clearing Limited at *www.hkexnews.hk* and the Company at *www.trinitygroup.com* in accordance with the requirements of the Listing Rules.

### **RECOMMENDATION**

The Directors believe that the proposals mentioned above, including, among others, the proposals for the grant of the Issue Mandates and Repurchase Mandate, are in the interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of all of these resolutions to be proposed at the Annual General Meeting.

Yours faithfully  
**Victor FUNG Kwok King**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the Company has a total of 1,746,528,883 Shares in issue. Subject to the passing of resolution numbered 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 2015 (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\$)
<b>2015</b>		
April	1.94	1.57
May	2.02	1.62
June	1.81	1.27
July	1.33	1.00
August	1.20	0.83
September	1.06	0.63
October	1.27	0.83
November	1.23	0.91
December	1.26	1.03
<b>2016</b>		
January	1.22	0.89
February	1.09	0.90
March	1.00	0.78
April (up to the Latest Practicable Date)	0.85	0.75

## 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 Dr Victor FUNG Kwok King, Ms Sabrina FUNG Wing Yee 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 70, 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, a Hong Kong-based multinational group which comprises major operating groups engaging in trading, logistics, distribution and retailing. They include publicly-listed Li & Fung Limited, Global Brands Group Holding 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. He is also a director of King Lun Holdings Limited, Fung Holdings (1937) Limited, Fung Retailing Limited and Fung Trinity Investments Limited, which are substantial shareholders of the Company. Dr Fung holds Bachelor's and Master's 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 Chow Tai Fook Jewellery Group Limited (Hong Kong) and Koç Holding A.Ş. (Turkey). Formerly, he was an independent non-executive director of Baosteel Group Corporation (October 2005–January 2013) and BOC Hong Kong (Holdings) Limited (June 2002–June 2014) and has retired from the board of China Petrochemical Corporation (People's Republic of China). In July 2015, Dr Fung was appointed as Chairman of the Advisory Board of the Asia Global Institute at The University of Hong Kong, a new multi-disciplinary think-tank to assume and carry forward the mission and operations of Fung Global Institute, of which Dr Fung was Founding Chairman (July 2010–June 2015). In public service, Dr Fung is a member of the Chinese People's Political Consultative Conference. He is also a member of the Economic Development Commission of the Hong Kong Government, and Chairman of the Steering Committee on the Hong Kong Scholarship for Excellence Scheme. 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 Greater Pearl River Delta Business Council (2004–2013), a member of the Commission on Strategic Development of the Hong Kong Government (2005–2012), Chairman of the International Chamber of Commerce (2008–2010), a member of WTO Panel on Defining Future of Trade (2012–2013) and a vice chairman of China Centre for International Economic Exchanges (2009–2014). 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 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 as the Chairman of the Board of Directors, and an additional annual fee of HK\$50,000 as a member of the Remuneration Committee. Such fees are determined by the Board and approved by the Shareholders from time to time with reference to the range of remuneration of other companies listed on the Stock Exchange with similar market capitalisation.

As at the Latest Practicable Date and within the meaning of Part XV of the Securities and Futures Ordinance, Dr Fung was interested in an aggregate of 674,271,555 Shares, of which (i) 616,413,760 Shares were directly held by Fung Trinity Investments Limited, an indirect wholly-owned subsidiary of King Lun Holdings Limited; (ii) 25,244,000 Shares were directly held by a company wholly owned by HSBC Trustee (C.I.) Limited which is the trustee of a trust ("Trustee") established for the benefit of the family members of Dr Fung; and (iii) 32,613,795 Shares were directly held by a company which was owned by his spouse. King Lun Holdings Limited is owned as to 50% by the Trustee and as to 50% by Dr William Fung Kwok Lun.

Save as disclosed above, Dr Fung has not held any other directorship in any other listed public companies in the last three years, nor does he have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company. There is no other matter that needs to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

**Ms Sabrina FUNG Wing Yee**, aged 44, daughter of Dr Victor Fung Kwok King and niece of Dr William Fung Kwok Lun, is a Non-executive Director. She was appointed as a Director in September 2007 and re-designated from the office of an Executive Director to a Non-executive Director in February 2014.

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

Ms Fung graduated from Harvard University, with a Bachelor of Arts degree in Economics in 1993. She is a member of the Special Task Group of the Moral Education Concern Group, the Advisory Committee of the Tanoto Center for Asian Family Business and Entrepreneurship Studies at HKUST, the Hong Kong-Europe Business Council (HKEBC), and board of directors of the Faculty of Business and Economics of The University of Hong Kong respectively. In addition, Ms Fung is the Co-Chair of Asia Council of St Paul's School in New Hampshire, the US, and previously served on its Board of Trustees. She was a member of the Mainland Business Advisory Committee of Hong Kong Trade Development Council.

Ms Fung's appointment as a Director is for a term of three years and subject to retirement and re-election at the annual general meeting of the Company pursuant to the Bye-laws. She is entitled to an annual director's fee of HK\$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, Ms Fung had personal interests of 2,800,000 Shares and was deemed to have interests in an aggregate of 641,657,760 Shares, of which (i) 616,413,760 Shares were directly held by Fung Trinity Investments Limited, an indirect wholly-owned subsidiary of King Lun Holdings Limited; and (ii) 25,244,000 Shares were directly held by a company wholly owned by HSBC Trustee (C.I.) Limited which is the trustee of a trust ("Trustee") established for the benefit of the family members of Dr Victor Fung Kwok King. King Lun Holdings Limited is owned as to 50% by the Trustee and as to 50% by Dr William Fung Kwok Lun.

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

**Mr Jean-Marc LOUBIER**, aged 60, 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 also the Chief Executive Officer of RC Holdings SAS, which operates the footwear and accessories brand, Robert Clergerie. Mr Loubier is the President of First Heritage Brands Advisory SAS and Delvaux Design Coordination & Finance NV and the Chairman of Sonia Rykiel Creation et Diffusion de Modeles SA. 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. He is also a director of Comite Colbert, French Association of Luxury Companies. He was appointed as a supervisory board member of AdVini SA, a company listed on the Paris Stock Exchange, in 2015.

Mr Loubier was an independent non-executive director of Harry Winston Diamond Corporation (which is now known as “Dominion Diamond Corporation” after its sale of retail business), a company listed on the Toronto Stock Exchange and the New York Stock Exchange, from December 2010 to July 2013. He 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 from 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 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\$200,000, and an additional annual fee of HK\$100,000 as a member of the Audit Committee. Such fees are determined by the Board and approved by the Shareholders from time to time with reference to the range of remuneration of other companies listed on the Stock Exchange with similar market capitalisation.

Save as disclosed above, Mr Loubier 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 information to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

The following is the information of the proposed Executive Director, Mr Srinivasan PARTHASARATHY, whose appointment will be subject to Shareholders' approval at the Annual General Meeting:

**Mr Srinivasan PARTHASARATHY**, aged 58, is the Chief Financial Officer of the Group from 1 July 2015. He is responsible for overseeing the Group's finance, accounting, human resources and information technology functions.

From January 2012 to June 2015, he was the Group Chief Compliance Officer of Fung Holdings (1937) Limited, a substantial shareholder of the Company and also of the Fung Group of companies including publicly-listed Li & Fung Limited, Global Brands Group Holding Limited, Convenience Retail Asia Limited and the Company.

Mr Parthasarathy, who has more than 30 years of professional experience, has held various financial and commercial positions with the Fung Group since 1999, and the Inchcape group before that in Hong Kong, Singapore, the United Kingdom and the Middle East. He has previously served as chief financial officer of two listed companies in Singapore and Hong Kong.

Mr Parthasarathy is a Commerce Graduate of Bombay University and qualified as a Chartered Accountant in India, securing fourth position in the All India Merit Rankings. He is also a Fellow Member of the Chartered Institute of Management Accountants, United Kingdom.

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 Parthasarathy 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. His emoluments have been reviewed by the Remuneration Committee of the Company. The principal elements of his remuneration package include basic salary, rental reimbursement, bonus, share options and other benefits in kind. He is entitled to an annual basic salary and rental reimbursement amounting to HK\$3.84 million and a bonus calculated with reference to the profit before interest and tax of the Group. 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 Parthasarathy had personal interests in 70,000 Shares and 2,250,000 underlying Shares deriving from share options granted under the share option scheme of the Company.

Mr Parthasarathy 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.

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## 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 Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on Monday, 23 May 2016 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 2015.
2. To re-elect the following Directors:
  - (i) Dr Victor FUNG Kwok King;
  - (ii) Ms Sabrina FUNG Wing Yee; and
  - (iii) Mr Jean-Marc LOUBIER.
3. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** Mr Srinivasan PARTHASARATHY be appointed as Director.”
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;

\* For identification purposes only

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- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (iii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement of the Company from time to time adopted; or (iv) any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed (aa) 20 per cent of the aggregate number of the shares of the Company in issue on the date of passing of this Resolution plus (bb) (if the Directors are so authorised by a separate resolution of the shareholders of the Company) the aggregate number of the shares of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the aggregate number of the shares of the Company in issue on the date of passing this Resolution), and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, warrants or other securities which are attached with rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 aggregate number of the shares of the Company in issue on the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

**“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By Order of the Board  
**Christiana Y W YIU**  
*Company Secretary*

Hong Kong, 19 April 2016

*Notes:*

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

Members whose names appear on the Register of Members of the Company on 20 May 2016 are entitled to attend and vote at the said meeting. In order to qualify for the event, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 pm on 20 May 2016.

**(2) Proxy**

A member entitled to attend and vote at the above meeting may appoint one or, if he/she holds two or more shares, more than one proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.

In order to be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority shall be deposited with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at the above address not less than 48 hours before the time appointed for the meeting or any adjourned meeting. The proxy form is published on the websites of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.trinitygroup.com](http://www.trinitygroup.com).