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TERMBRAY INDUSTRIES INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0093)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 13 SEPTEMBER 2019, RETIREMENT OF NON-EXECUTIVE DIRECTOR AND RESIGNATION OF EXECUTIVE DIRECTOR

Reference is made to the circular of Termbay Industries International (Holdings) Limited (the “Company”) dated 4 July 2019 (the “Circular”) setting out, inter alia, the notice of annual general meeting dated 4 July 2019 and the announcement of the Company dated 5 September 2019 (the “Announcement”) relating to, inter alia, the retirement of non-executive director and resignation of executive director. Capitalized terms used herein shall have the same meanings as defined in the Circular and the Announcement unless the context requires otherwise.

POLL RESULTS OF ANNUAL GENERAL MEETING

The board of directors (the “Board”) of the Company is pleased to announce the poll results in respect of the resolutions proposed at the annual general meeting (the “AGM”) of the shareholders of the Company held on 13 September 2019 as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements together with the directors’ report and the independent auditor’s report for the year ended 31 March 2019.	1,259,016,860 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	(i) To re-elect Mr. Tommy Lee as an executive director.	1,259,016,860 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
	(ii) To re-elect Mr. Tong Hin Wor (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director.	1,259,016,860 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
	(iii) To re-elect Mr. Lee Ka Sze, Carmelo as a non-executive director.	Not Applicable	Not Applicable
	Mr. Lee Ka Sze, Carmelo did not offer himself for re-election. Accordingly, the resolution to re-elect Mr. Lee Ka Sze, Carmelo was not proposed.		
	(iv) To authorise the board of directors to fix the remuneration of directors for the year ending 31 March 2020.	1,259,016,860 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			
3.	To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix their remuneration.	1,259,016,860 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of this resolution, the ordinary resolution was duly passed.		
4.	To give a general mandate to the directors to repurchase shares of the Company (ordinary resolution in item 4 of the notice of annual general meeting).	1,259,016,860 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of this resolution, the ordinary resolution was duly passed.		
5.	To give a general mandate to the directors to issue new shares of the Company (ordinary resolution in item 5 of the notice of annual general meeting).	1,257,261,960 (99.86%)	1,754,900 (0.14%)
	As more than 50% of the votes were cast in favour of this resolution, the ordinary resolution was duly passed.		
6.	To extend the general mandate to be given to the directors to issue shares of the Company (ordinary resolution in item 6 of the notice of annual general meeting).	1,257,261,960 (99.86%)	1,754,900 (0.14%)
	As more than 50% of the votes were cast in favour of this resolution, the ordinary resolution was duly passed.		

As at the date of the AGM, the total number of issued and fully paid up shares of the Company was 1,957,643,050 shares. In relation to all resolutions proposed at the AGM, the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM was 1,957,643,050 shares. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and there were no shares requiring the holders to abstain from voting at the AGM under the Listing Rules.

Tricor Standard Limited, the branch Share Registrar of the Company in Hong Kong, acted as scrutineer for the poll at the AGM.

Shareholders may refer to the Circular dated 4 July 2019 for details of the above resolutions passed at the AGM. The Circular may be viewed and downloaded from the Company’s website at www.termbray.com.hk or the designated website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

RETIREMENT OF NON-EXECUTIVE DIRECTOR AND RESIGNATION OF EXECUTIVE DIRECTOR

As announced on 5 September 2019, Mr. Lee Ka Sze, Carmalo retired as non-executive director at the AGM and also ceased to be a member of the audit committee of the Company following his retirement at the AGM and Mdm. Leung Lai Ping resigned as an executive director of the Company with effect after the AGM.

The Board would like to express its gratitude to Mr. Lee Ka Sze, Carmelo and Mdm. Leung Lai Ping for their valuable contributions to the Company during their term of office.

By Order of the Board
Termbray Industries International (Holdings) Limited
LEE Lap
Chairman

Hong Kong, 13 September 2019

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Lee Lap (*Chairman*)

Mr. Tommy Lee (*Vice Chairman & Chief Executive Officer*)

Mr. Wong Shiu Kee

Independent Non-Executive Directors:

Mr. Lo Yiu Hee

Mr. Tong Hin Wor

Mr. Ching Yu Lung