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## **TERMBRAY INDUSTRIES INTERNATIONAL (HOLDINGS) LIMITED**

### **添利工業國際(集團)有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00093)**

#### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting of Termbray Industries International (Holdings) Limited (the “**Company**”) will be held at 35/F, Central Plaza, No. 18 Harbour Road, Wanchai, Hong Kong on Thursday, 15 October 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the Agreement (as defined in the circular of the Company dated 25 September 2020) (the “**Circular**”, a copy of which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification), and all transactions contemplated thereunder and in connection therewith and any other ancillary documents and all transactions contemplated thereunder, be and are hereby approved, confirmed and/or ratified; and
- (b) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents, deeds, agreements and instruments and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, expedient or desirable to implement and/or to give effect to the Agreement (and the transactions contemplated thereunder) as they may in their discretion consider to be desirable and in the interests of the Company.
- (c) the allotment and issue of the Consideration Shares (as defined and described in the Circular) to the Vendor and/or its designated party be and are hereby approved;
- (d) subject to the listing committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in the Consideration Shares, the directors of the Company be and are hereby granted the specific mandate (the “**Specific Mandate**”) which shall entitle the directors of the Company to exercise all the powers of the Company to allot, issue and credited as fully paid, the Consideration Shares, on and subject to the terms and conditions of the Agreement,

providing that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the directors of the Company prior to the passing of this resolution; and

- (e) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the allotment and issue of the Consideration Shares.”

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

Hong Kong, 25 September 2020

*Notes:*

1. The ordinary resolution to be considered at the meeting will be decided by poll.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of 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.
3. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the head office and principal place of business of the Company at Flat B, 8th Floor, Waylee Industrial Centre, 30-38 Tsuen King Circuit, Tsuen Wan, New Territories, Hong Kong not less than 48 hours (i.e. Tuesday, 13 October 2020 at 11:00 a.m.) before the time appointed for holding the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Friday, 9 October 2020 to Thursday, 15 October 2020 (both days inclusive), during which no transfer of shares will be effected. In order to qualify for attendance of the meeting, all completed transfer forms accompanied with the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Standard Limited, not later than 4:30 p.m. on Thursday, 8 October 2020. The address of Tricor Standard Limited is Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

As at the date hereof, 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