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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 a special general meeting of Termbay Industries International (Holdings) Limited (the “**Company**”) will be held at Room 2107-08, 21/F, Cosco Tower, 183 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 20 December 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the Sale and Purchase Agreement (as defined in the circular of the Company dated 1 December 2023 (the “**Circular**”, a copy of which has been produced at the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the New Settlement Manner (as defined in the Circular) under the Third Supplemental Agreement (as defined in the Circular), 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) any one of the directors of the Company be and is 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 he/she may in his/her discretion consider necessary, expedient or desirable to implement and/or to give effect to the Sale and Purchase Agreement and the New Settlement Manner under the Third Supplemental Agreement (and the transactions contemplated thereunder) as he/she may in his/her discretion consider to be desirable and in the interests of the Company.”

By order of the Board

Termbay Industries International (Holdings) Limited

Lee Lap

Chairman

Hong Kong, 1 December 2023

* *For identification purpose only*

Registered office:
Clarendon House
Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:
Room 2107-08, 21/F, Cosco Tower
183 Queen's Road Central
Sheung Wan
Hong Kong

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 Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. Monday, 18 December 2023 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, 15 December 2023 to Wednesday, 20 December 2023 (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, 14 December 2023. The address of Tricor Standard Limited is 17/F, Far East Finance Centre, 16 Harcourt Road, 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. Chau Hau Shing

Independent Non-Executive Directors:

Mr. Shu Wa Tung, Laurence

Mr. Wu Wai Pan

Ms. Chak Wai Ting