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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)

**POLL RESULTS OF SPECIAL GENERAL MEETING
HELD ON 20 DECEMBER 2023**

The Board is pleased to announce that the resolution proposed at the SGM was duly passed as an ordinary resolution at the SGM held on 20 December 2023. Accordingly, subject to the satisfaction (or waiver if applicable) of the remaining condition precedent of the Proposed Disposal under the Sale and Purchase Agreement, upon Completion, the Consideration shall be settled by way of setting off against the equivalent amount of the Outstanding Payment, with the shortfall (if any) to be paid by the Purchaser to the Vendor in cash.

Reference is made to the announcement of Termbay Industries International (Holdings) Limited (the “**Company**”) dated 8 November 2023 and the circular of the Company dated 1 December 2023 (the “**Circular**”) in relation to the Proposed Disposal and the New Settlement Manner under the Third Supplemental Agreement. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

Poll Results of the SGM

The Board is pleased to announce the poll results in respect of the resolution proposed at the SGM held on 20 December 2023 as follows:

Ordinary Resolution		Number of Votes (%)	
		For	Against
1.	To approve the Sale and Purchase Agreement, the New Settlement Manner under the Third Supplemental Agreement, and all transactions contemplated thereunder <i>(Note)</i>	20,170 (100.00%)	0 (0.00%)

Note: For the full text of the resolution, please refer to the notice of the SGM dated 1 December 2023.

As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution at the SGM.

* For identification purpose only

As at the date of the SGM, the total number of issued shares of the Company (the “**Shares**”) was 2,667,643,050 Shares. Mr. Tommy Lee and his associates, including Lee & Leung (B.V.I.) Limited and Earth Axis, which together held 1,962,752,780 Shares (representing approximately 73.58% of the total issued Shares) as at the date of the SGM, were required under the Listing Rules to abstain, and did abstain, from voting on the resolution at the SGM. Save as disclosed above, there were no Shareholders which were required under the Listing Rules to abstain from voting at the SGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolution at the SGM pursuant to Rule 13.40 of the Listing Rules. Accordingly, the total number of Shares entitling the holders to attend and vote on the resolution at the SGM was 704,890,270 Shares.

Tricor Standard Limited, the Company’s Hong Kong share registrar, acted as scrutineer for the poll at the SGM.

The following Directors attended the SGM either in person or by electronic means:

Mr. Lee Lap
Mr. Tommy Lee
Mr. Chau Hau Shing
Mr. Shu Wa Tung, Laurence
Mr. Wu Wai Pan, Sam
Ms. Chak Wai Ting

Implications on the Proposed Disposal and the Outstanding Payment

Subject to the satisfaction (or waiver if applicable) of the remaining condition precedent of the Proposed Disposal under the Sale and Purchase Agreement, upon Completion, the Consideration shall be settled by way of setting off against the equivalent amount of the Outstanding Payment, with the shortfall (if any) to be paid by the Purchaser to the Vendor in cash.

The Company will make further announcement in relation to the Completion as and when appropriate.

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

Hong Kong, 20 December 2023

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. Chau Hau Shing

Independent Non-Executive Directors:

Mr. Shu Wa Tung, Laurence
Mr. Wu Wai Pan, Sam
Ms. Chak Wai Ting