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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)

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Termbray Industries International (Holdings) Limited” to “Zero Fintech Group Limited” and to adopt “零在科技金融集團有限公司” as its secondary name in Chinese in place of the current unregistered Chinese name of “添利工業國際(集團)有限公司”, which is used for identification purpose only.

The Proposed Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the SGM; and (ii) the approval for the Proposed Change of Company Name having been granted by the Registrar of Companies in Bermuda.

A circular containing, among other matters, information in relation to the Proposed Change of Company Name and a notice convening the SGM will be despatched to the Shareholders as soon as practicable.

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* *For identification purpose only*

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the SGM; and
- (ii) the approval for the Proposed Change of Company Name having been granted by the Registrar of Companies in Bermuda.

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the English name of the Company in place of the existing name together with the secondary name in Chinese of the Company are entered on the register maintained by the Registrar of Companies in Bermuda. The Registrar of Companies in Bermuda shall issue a certificate of incorporation on change of name of the Company and a certificate of secondary name of the Company thereafter. The Company will then carry out the necessary registration and/or filing procedures in Hong Kong as required under the applicable laws, rules and regulations of Hong Kong including those with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Group is principally engaged in property investment and development in the PRC and Hong Kong and money lending business of providing loans in Hong Kong. As set out in the 2023 annual report of the Company, due to the intense competition within the property market in the Guangdong province, the Group has not acquired any land or properties last year. Whilst the Group will reconsider the future development and investment opportunities in the property markets, the Board considers that in order to align the overall strategic planning of the Group, the Proposed Change of Company Name will better reflect the current status of the Group's business development and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Group's business development and therefore considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing Share certificates for new Share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new Share certificates will be issued under the new name of the Company.

The Company will make further announcement(s) on the Proposed Change of Company Name and the effective date of the Proposed Change of Company Name, the new stock short name of the Company under which the Shares will be traded on the Stock Exchange and the address of the new website of the Company as and when appropriate.

The Proposed Change of Company Name will not affect the Group's daily business operations and its financial position.

General

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name. No Shareholder is required to abstain from voting on the proposed resolution approving the Proposed Change of Company Name at the SGM.

A circular containing, among other matters, information in relation to the Proposed Change of Company Name and a notice convening the SGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

“Board”	the board of directors of the Company
“Company”	Termbray Industries International (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00093)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	The People's Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposed change of the name of the Company from “Termbray Industries International (Holdings) Limited” to “Zero Fintech Group Limited” and the adoption of “零在科技金融集團有限公司” as its secondary name in Chinese
“SGM”	the special general meeting of the Company to be convened and held at which, among other matters, special resolution(s) will be proposed to consider and, if thought fit, approve the Proposed Change of Company Name and the transactions contemplated thereunder
“Share(s)”	the ordinary share(s) of HK\$0.08 each of the Company

“Shareholder(s)” holder(s) of the Share(s)

“Stock Exchange” The Stock Exchange of Hong Kong Limited

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

Hong Kong, 20 May 2024

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

Ms. Chak Wai Ting