
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **TERMBRAY INDUSTRIES INTERNATIONAL (HOLDINGS) LIMITED**, you should at once hand this circular together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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
AND
NOTICE OF SPECIAL GENERAL MEETING**

A letter from the board of directors of Termbray Industries International (Holdings) Limited (the “**Company**”) is set out on pages 2 to 5 of this circular.

A notice convening the special general meeting of the Company to be held at Room 2107-08, 21/F, Cosco Tower, 183 Queen’s Road Central, Sheung Wan, Hong Kong on Thursday, 13 June 2024 at 10:15 a.m. (or such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same day and at the same place, whichever is later) is set out on pages 6 and 7 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company at Room 2107-08, 21/F, Cosco Tower, 183 Queen’s Road Central, Sheung Wan, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not prevent shareholders of the Company from attending and voting at the meeting if they so wish.

No corporate gifts will be distributed and no food or beverages will be served.

* For identification purpose only

Hong Kong, 23 May 2024

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:–

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|-----------------------------------|---|
| “Board” | the board of directors of the Company for the time being |
| “Company” | Termbray Industries International (Holdings) Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange |
| “Directors” | the director(s) of the Company for the time being |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | The People’s Republic of China which, for the purpose of this circular, 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 Room 2107-08, 21/F, Cosco Tower, 183 Queen’s Road Central, Sheung Wan, Hong Kong on Thursday, 13 June 2024 at 10:15 a.m. (or such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same day and at the same place, whichever is later), notice of which is set out on pages 6 and 7 of this circular |
| “Share(s)” | share(s) of HK\$0.08 each in the share capital of the Company |
| “Shareholders” | the shareholder(s) of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

LETTER FROM THE BOARD



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)

Directors:

Executive Directors:

Lee Lap (*Chairman*)

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

Chau Hau Shing

Independent Non-Executive Directors:

Shu Wa Tung, Laurence

Wu Wai Pan

Chak Wai Ting

Registered Office:

Clarendon House

Church Street

Hamilton HM 11

Bermuda

Head Office and Principal

Place of Business:

Room 2107-08, 21/F, Cosco Tower

183 Queen's Road Central,

Sheung Wan, Hong Kong

Hong Kong, 23 May 2024

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 20 May 2024. The purpose of this circular is to provide you with information regarding the Proposed Change of Company Name; and the notice of SGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposed 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.

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.

LETTER FROM THE BOARD

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.

SGM

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name.

A notice convening the SGM is set out on pages 6 and 7 of this circular.

A proxy form for use at the SGM is enclosed with this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the head office and principal place of business of the Company at Room 2107-08, 21/F, Cosco Tower, 183 Queen's Road Central, Sheung Wan, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the proxy form will not prevent Shareholders of the Company from attending and voting at the meeting if they so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the SGM will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution proposed at the SGM shall be voted by way of poll. The Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that the Proposed Change of Company Name is in the best interests of the Company and Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the special resolution as set out in the notice of SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

NOTICE OF SPECIAL GENERAL MEETING



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 IS HEREBY GIVEN that the special general meeting of Termbray 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 Thursday, 13 June 2024 at 10:15 a.m. (or such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same day and at the same place, whichever is later) for the purpose of considering and, if thought fit, passing the following special resolution of the Company:–

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be changed from “Termbray Industries International (Holdings) Limited” to “Zero Fintech Group Limited”, and the Chinese name “零在科技金融集團有限公司” be adopted as the secondary name of the Company to replace its current unregistered Chinese name “添利工業國際(集團)有限公司” (collectively, the “**Change of Company Name**”) and that any one director or officer of the Company be and is hereby authorised to do all such acts and things and execute all such documents as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the board of the directors

Termbray Industries International (Holdings) Limited

LO Tai On

Company Secretary

Hong Kong, 23 May 2024

* For identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

Notes:–

1. The special general meeting will be held in form of physical meeting. Any member of the Company entitled to attend, speak 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, speak and vote instead of him. A proxy need not be a member of the Company.
2. 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 Room 2107-08, 21/F, Cosco Tower, 183 Queen's Road Central, Sheung Wan, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Friday, 7 June 2024 to Thursday, 13 June 2024 (both days inclusive), during which no transfer of shares will be effected. In order to qualify for attendance of special general meeting, all completed transfer forms accompanied with the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 6 June 2024.
4. In case the special general meeting (or any adjournment thereof) is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no.8 or above, shareholders are suggested to visit the Company's website at www.termbray.com.hk for arrangements of the special general meeting (or any adjournment thereof).