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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00093)**

### **ANNOUNCEMENT DISCLOSEABLE TRANSACTION LOAN TRANSACTIONS**

The Board wishes to announce that on 17 December 2020, Zero Finance, a wholly-owned subsidiary of the Company, as lender and the Borrower A as borrower have entered into the Renewal Loan Agreement, pursuant to which, Zero Finance agreed to, among other things, make available to the Borrower A the Renewal Loan on the terms and subject to the conditions therein.

Zero Finance as lender and the Borrower B as borrower have entered into the B Loan Agreement on 11 December 2020, pursuant to which, Zero Finance agreed to, among other things, make available to the Borrower B the B Loan on the terms and subject to the conditions therein.

The transactions contemplated under the Renewal Loan Agreement and B Loan Agreement (in aggregate) constitute a discloseable transaction for the Company as one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Loan Agreements is 5% or more but all of them are less than 25%. Therefore, the transactions contemplated under the Loan Agreements are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

#### **THE RENEWAL LOAN AGREEMENT**

##### **Parties**

Lender: Zero Finance, a wholly-owned subsidiary of the Company

Borrower: the Borrower A, who is the husband of the Borrower B

The Company confirms that to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Borrower A is a third party independent of the Company and its connected persons.

##### **Date**

17 December 2020

## **Principal terms of the Renewal Loan Agreement**

The principal terms of the Renewal Loan Agreement are as follows:

- Principal Loan Amount: HK\$7,500,000, the drawdown of which will take place on 17 December 2020. Out of which, HK\$6,494,264 will be used to repay the outstanding loan principal of the loan previously drawdown by the Borrower A on 28 October 2020
- Repayment Date: The outstanding principal amount of the Renewal Loan shall be repaid in 240 monthly installments, with the first instalment to be repaid on 17 January 2021 and the last instalment on 17 December 2040
- Interest: 15% per annum and payable in arrears in 240 monthly installments, with the first installment to be paid on 17 January 2021
- Security for the Loan: A legal charge/mortgage in respect of a residential property located in Hong Kong which was executed by the Mortgagor A in favour of Zero Finance on 28 October 2020

## **THE B LOAN AGREEMENT**

### **Parties**

Lender: Zero Finance, a wholly-owned subsidiary of the Company

Borrower: the Borrower B, who is the wife of the Borrower A

The Company confirms that to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Borrower B is a third party independent of the Company and its connected persons.

### **Date**

11 December 2020

## **Principal terms of the B Loan Agreement**

The principal terms of the B Loan Agreement are as follows:

- Principal Loan Amount: HK\$1,000,000, the drawdown of which took place on 11 December 2020
- Repayment Date: The outstanding principal amount of the B Loan shall be repaid in 120 monthly instalments, with the first instalment to be repaid on 11 January 2021 and the last instalment on 11 December 2030
- Interest: 20% per annum and payable in arrears in 120 monthly installments, with the first installment to be paid on 11 January 2021
- Security for the Loan: A second legal charge/mortgage in respect of a residential property located in Hong Kong which was executed by the Mortgagor B in favour of Zero Finance on 11 December 2020

## **IMPLICATIONS UNDER THE LISTING RULES**

The transactions contemplated under the Renewal Loan Agreement and B Loan Agreement (in aggregate) constitute a discloseable transaction for the Company as one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Loan Agreements is 5% or more but all of them are less than 25%. Therefore, the transactions contemplated under the Loan Agreements are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE RENEWAL LOAN AGREEMENT AND B LOAN AGREEMENT**

The terms of both of the Renewal Loan Agreement and B Loan Agreement, including the interest rates applicable, were arrived at after arm's length negotiations between Zero Finance and the Borrowers having taken into account the prevailing market interest rates and practices. The Renewal Loan Agreement and B Loan Agreement were entered into by Zero Finance having regard to (i) the costs of borrowing in providing the Renewal Loan and B Loan to the Borrowers; (ii) the interest income to be generated by providing the Renewal Loan and B Loan; and (iii) the securities provided by the Mortgagors for the Renewal Loan and B Loan. In addition, the transactions contemplated under the Renewal Loan Agreement and B Loan Agreement are part of the ordinary and usual course of business of Zero Finance. In view of the above, the Directors are of the view that the terms of the Renewal Loan Agreement and B Loan Agreement are on normal commercial terms, are fair and reasonable, and are in the interests of the Company and its shareholders as a whole.

## **GENERAL**

The Group is principally engaged in property investment and development, and the money lending business.

Zero Finance is a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company. Zero Finance is a registered money lender holding a valid money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and is principally engaged in the provision of loans as money lending. The Renewal Loan will be and the B Loan is funded from internal resources of the Group.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“B Loan”	the term loan in the amount of HK\$1,000,000 granted by Zero Finance to the Borrower B pursuant to the terms of the B Loan Agreement
“B Loan Agreement”	the loan agreement dated 11 December 2020 entered into between Zero Finance, a wholly-owned subsidiary of the Company, as lender and the Borrower B as borrower, details of which are disclosed in the section headed “THE B LOAN AGREEMENT” of this announcement
“Board”	the board of Directors
“Borrower A”	an individual, Mr. Tsang Chi Kong who is the borrower under the Renewal Loan Agreement and the husband of the Borrower B
“Borrower B”	an individual, Ms. Chu Kit Lai who is the borrower under the B Loan Agreement and the wife of the Borrower A
“Borrowers”	the Borrower A and the Borrower B
“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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company together with its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreements”	the Renewal Loan Agreement and B Loan Agreement, in aggregate
“Renewal Loan”	the term loan in the amount of HK\$7,500,000 granted by Zero Finance to the Borrower A pursuant to the terms of the Renewal Loan Agreement
“Renewal Loan Agreement”	the loan agreement dated 17 December 2020 entered into between Zero Finance, a wholly-owned subsidiary of the Company, as lender and the Borrower A as borrower, details of which are disclosed in the section headed “THE RENEWAL LOAN AGREEMENT” of this announcement

“Mortgagor A”	an individual being the Borrower A who, as security for the Renewal Loan, had executed a legal charge/mortgage in respect of a residential property located in Hong Kong in favour of Zero Finance on 28 October 2020
“Mortgagor B”	an individual being the Borrower B who, as security for the B Loan, had executed a second legal charge/mortgage in respect of a residential property located in Hong Kong in favour of Zero Finance on 11 December 2020
“Mortgagors”	the Mortgagor A and the Mortgagor B
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zero Finance”	Zero Finance Hong Kong Limited, a wholly-owned subsidiary of the Company and also the lender under the Loan Agreements

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

Hong Kong, 17 December 2020

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. Wong Shiu Kee

*Independent Non-Executive Directors:*

Mr. Lo Yiu Hee

Mr. Tong Hin Wor

Mr. Ching Yu Lung