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TERMBRAY INDUSTRIES INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00093)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 10 JUNE 2022, RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

Reference is made to the circular of Termbay Industries International (Holdings) Limited (the “**Company**”) dated 29 April 2022 (the “**Circular**”) and the notice of the annual general meeting dated 29 April 2022 (the “**AGM Notice**”). Unless the context otherwise required, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce the poll results in respect of the resolutions put and voted at the annual general meeting (the “**AGM**”) of the Company held on 10 June 2022 as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements together with the directors’ report and the independent auditor’s report for the year ended 31 December 2021.	1,258,487,450 (99.99%)	500 (0.01%)
2.	(i) To re-elect Mr. Tommy Lee as an executive director.	1,258,487,450 (99.99%)	500 (0.01%)
	(ii) To re-elect Mr. Lo Yiu Hee (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director.	4,489,470 (0.36%)	1,253,998,480 (99.64%)
	(iii) To re-elect Mr. Shu Wa Tung, Laurence as an independent non-executive director.	1,258,487,450 (99.99%)	500 (0.01%)
	(iv) To authorise the board of directors to determine the remuneration of directors for the year ending 31 December 2022.	1,258,486,950 (99.99%)	1,000 (0.01%)
3.	To re-appoint PricewaterhouseCoopers as auditor and to authorise the board of directors to fix their remuneration.	1,258,487,450 (99.99%)	500 (0.01%)
4.	To give a general mandate to the directors to repurchase shares of the Company (ordinary resolution in item 4 of the AGM Notice)*.	1,258,487,450 (99.99%)	500 (0.01%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
5.	To give a general mandate to the directors to issue new shares of the Company (ordinary resolution in item 5 of the AGM Notice)*.	1,257,242,550 (99.90%)	1,245,400 (0.10%)
6.	To extend the general mandate to be given to the directors to issue shares of the Company (ordinary resolution in item 6 of the AGM Notice)*.	1,257,242,050 (99.90%)	1,245,900 (0.10%)

* Full text of the resolutions are set out in the AGM Notice.

The resolutions nos.1, 2(i), 2(iii) and 2(iv), 3, 4, 5 and 6 put and voted at the AGM were duly passed and the resolution no.2(ii) put and voted at the AGM was not passed by the Shareholders attending and voting by way of poll.

Shareholders may refer to the Circular for details of the above resolutions passed at the AGM. The Circular may be viewed and downloaded from the Company's website at www.termbray.com.hk or the designated website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

As at the date of the AGM, the total number of issued and fully paid up shares of the Company was 2,667,643,050 shares. In relation to all resolutions proposed at the AGM, the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM was 2,667,643,050 shares. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and there were no shares requiring the holders to abstain from voting at the AGM under the Listing Rules.

Tricor Standard Limited, the branch Share Registrar of the Company in Hong Kong, acted as scrutineer for the poll at the AGM.

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

Mr. Lee Lap
Mr. Tommy Lee
Mr. Chau Hau Shing
Mr. Tong Hin Wor
Mr. Shu Wa Tung, Laurence

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As mentioned above, the resolution no.2(ii) relating to the re-election of the retiring Director, Mr. Lo Yiu Hee (“**Mr. Lo**”), as independent non-executive Director, was not passed at the AGM. Accordingly, Mr. Lo retired as an independent non-executive Director with effect from the conclusion of the AGM (the “**Retirement**”).

Mr. Lo has not attended meetings of the Company during the past months due to illness and has not signed an annual written confirmation of independence for 2022. There is no disagreement between the Board and Mr. Lo and save as disclosed, the Board is not aware of any other matter relating to the Retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Following the Retirement, Mr. Lo has ceased to be the chairman and member of the audit committee and the remuneration committee and a member of the nomination committee of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board is also pleased to announce that (i) Mr. Wu Wai Pan (“**Mr. Wu**”) has been appointed as an independent non-executive Director and a member of the audit committee of the Board of the Company and (ii) Mr. Shu Wa Tung, Laurence, an existing independent non-executive Director, has been appointed as a member of the remuneration committee and the nomination committee of the Board and also as chairman of the audit committee and the remuneration committee of the Board.

Biographical details of Mr. Wu are set out as follows:

Wu Wai Pan, aged 49, is leading and managing several IT professional associations and chambers of commerce in the field of data and telecommunications in Hong Kong and China. He has rich industrial and management experience in the Internet, Cloud applications, Internet of Things, AI, Blockchain, ICT and Big Data applications. He has 20 years of solid experience in ISP, telecommunications, Cloud and Tech Innovation management, planning and business development in Hong Kong, China and the Asia-Pacific region. He had worked for several international companies for Internet, Telecommunications, Information Technology field, including Cisco Systems Inc., Hutchison Global Communications Ltd, New World Telecom and Global Link Internet Ltd. He is a leader in Innovation Technology, IoT application, data center, eCommerce and information technology system integration solutions. He is a Chairman of Asia Pacific Cloud Application Alliance and Vice Chairman of IOT Hong Kong Association. He holds Information Management Master Science Degree and Bachelor of Science Degree with Honours from University College Dublin in 2002 and Hong Kong Polytechnic University in 1999 respectively.

Save as disclosed above, Mr. Wu did not hold any directorship in any listed public companies in the last three years and he did not hold any position in the Company or any subsidiary of the Company.

Pursuant to a letter of appointment entered into between the Company and Mr. Wu, Mr. Wu will serve as an independent non-executive Director for a term of 2 years until 9 June 2024 and he will subject to the retirement and re-election at annual general meeting of the Company in accordance with the bye-laws of the Company. Mr. Wu will receive an annual director's fee of HK\$120,000 which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and subject to the approval of the Shareholders at the annual general meeting. Mr. Wu is and was not connected with any directors, senior management or substantial or controlling Shareholders. As at the date hereof, Mr. Wu does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wu confirmed that there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The Board is not aware of any matters relating to the appointment of Mr. Wu as independent non-executive Director that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to thank Mr. Lo for his valuable contribution to the Company during his service with the Company and to welcome Mr. Wu to join the Board.

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

Hong Kong, 10 June 2022

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. Tong Hin Wor

Mr. Shu Wa Tung, Laurence

Mr. Wu Wai Pan