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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)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHANGES IN COMPOSITION OF BOARD COMMITTEES AND
NON-COMPLIANCE WITH LISTING RULES**

The board of directors (the “**Board**”) of TermbRAY Industries International (Holdings) Limited (the “**Company**”) announces that with effect from 12 August 2022, (i) Mr. Tong Hin Wor (“**Mr. Tong**”) resigned as an independent non-executive director of the Company and member of audit committee, remuneration committee and nomination committee of the Company due to personal health reason; and (ii) Mr. Wu Wai Pan (“**Mr. Wu**”), an existing independent non-executive director, has been appointed as member of remuneration committee and nomination committee of the Company.

Mr. Tong confirmed that he has no disagreement with the Board and there is no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to thank Mr. Tong for his valuable contribution to the Company during his service with the Company.

Following the resignation of Mr. Tong as independent non-executive director, the Board comprises three executive directors and two independent non-executive directors, with number of independent non-executive directors falling below the minimum number of three independent non-executive directors as required under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Mr. Tong also served as member of the audit committee of the Company. Following Mr. Tong’s resignation, the number of audit committee members decreased from three to two, comprising two independent non-executive directors, which does not fulfill the requirement that the audit committee must comprise a minimum of three members as required under Rule 3.21 of the Listing Rules and the terms of reference of the audit committee.

The Company will take steps to comply with the above requirements under the Listing Rules and terms of reference of the audit committee as soon as practicable and in any event within three months from 12 August 2022, and will make a further announcement as and when appropriate.

By Order of the Board
Termbray Industries International (Holdings) Limited
LO Tai On
Company Secretary

Hong Kong, 12 August 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. Shu Wa Tung, Laurence

Mr. Wu Wai Pan

* *For identification only*