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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0093)**

### **PROFIT WARNING**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The Board wishes to inform the shareholders and potential investors of the Company that the Group is expected to record a net loss for the financial year ending 31 March 2015 as compared to a net profit for the corresponding year ended 31 March 2014.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

This announcement is made by Termbay Industries International (Holdings) Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders and potential investors of the Company that, in absence of any unforeseeable circumstances, the Company and its subsidiaries (the “**Group**”) is expected to record a net loss for the financial year ending 31 March 2015 as compared to a net profit for the corresponding year ended 31 March 2014. The expected net loss is primarily due to the Group sharing the loss of the operating results from Petro-king Oilfield Services Limited (“**Petro-king**”) and its subsidiaries (collectively, the “**Petro-king Group**”) for the year ended 31 December 2014. According to the profit warning announcement issued by Petro-king on 24 December 2014, based on the preliminary assessment of Petro-king Group’s unaudited consolidated management accounts for the eleven months ended 30 November 2014 and the confirmed orders and service contracts for the month ended 31 December 2014, Petro-king is expected to record a net loss for the year ended 31 December 2014. As at 31 December 2014, the Company was interested in approximately 31.54% in the issued share capital of Petro-king.

Further, Petro-king had on 24 December 2014 announced that it proposes to raise capital by way of a rights issue (“**Rights Issue**”) on the basis of one rights share for every seven existing shares held in Petro-king (“**Entitlement**”). In the event that Termbray Natural Resources Company Limited, an indirect wholly-owned subsidiary of the Company, subscribes to a number of rights shares amounting to less than its Entitlement, the Group’s interest in Petro-king will be diluted. The accounting impact of the Rights Issue on the Group is not yet quantifiable.

It should be noted that information contained in this profit warning announcement is only based on information currently available to the Company and such information has not been audited by the Company’s auditors. Further announcement(s) will be made by the Company in accordance with the requirements of the Listing Rules if there is any significant change of the Group’s performance for the financial year ending 31 March 2015.

**Accordingly, shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 14 January 2015

As at the date of this announcement, the Board comprises:

***Executive Directors:***

Mr. Lee Lap (*Chairman*)

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

Madam Leung Lai Ping

Mr. Wong Shiu Kee

***Independent Non-Executive Directors:***

Mr. Lo Yiu Hee

Mr. Tong Hin Wor

Mr. Siu Lok Chow, Gabriel

***Non-Executive Director:***

Mr. Lee Ka Sze, Carmelo