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**TERMBRAY INDUSTRIES INTERNATIONAL (HOLDINGS) LIMITED**

*(Incorporated in Bermuda with limited liability)*

*Website: [www.termbray.com.hk](http://www.termbray.com.hk)*

**(Stock Code: 0093)**

**POLL RESULTS OF THE SPECIAL GENERAL MEETING  
HELD ON 22 FEBRUARY 2008  
AND  
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS,  
MEMBERS OF AUDIT COMMITTEE AND  
CHIEF EXECUTIVE OFFICER**

**POLL RESULTS OF THE SPECIAL GENERAL MEETING**

The Board is pleased to announce that the ordinary resolution approving the Share Option Agreement and all the transactions and matters contemplated thereunder was duly passed by the Independent Shareholders by way of poll at the SGM held on 22 February 2008 as more than 50% of the votes were cast in favour of the Ordinary Resolution (as defined below).

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS, MEMBERS OF AUDIT COMMITTEE AND CHIEF EXECUTIVE OFFICER**

The Board announces that with effect from 22 February 2008, (i) Dr. Lee Tung Hai, Leo resigned as an independent non-executive Director and a member of the audit committee of the Company due to his hectic schedule of work and other community service commitments which make him unable to provide the necessary time to the Board; (ii) Mr. Tong Hin Wor has been appointed as an independent non-executive Director and a member of the audit committee of the Company; (iii) Mr. Lee Lap ceased to act as chief executive officer of the Company and remains as the executive Director and Chairman of the Board; and (iv) Mr. Wang Jinlong, an executive Director, has been appointed as chief executive officer of the Company.

## RESULTS OF SGM

References are made to the announcement of the Company dated 14 January 2008 in relation to, inter alia, the conditional Service Contract and the Share Option Agreement and the transactions and matters contemplated thereunder and the circular (“**Circular**”) of the Company dated 30 January 2008. Unless otherwise defined, capitalised terms used herein shall have the meanings ascribed to them in the Circular.

The Board is pleased to announce that the ordinary resolution approving the Share Option Agreement and all the transactions and matters contemplated thereunder was duly passed by the Independent Shareholders by way of poll at the SGM held on 22 February 2008 as more than 50% of the votes were cast in favour of the Ordinary Resolution (as defined below).

The poll results in respect of the ordinary resolution (“**Ordinary Resolution**”) (as set out in the notice of the SGM dated 30 January 2008 (“**Notice**”)) proposed at the SGM held on 22 February 2008 were as follows:

Ordinary Resolution	Number of Shares represented by the votes cast at the SGM (%)		Total number of votes
	For	Against	
To approve the Share Option Agreement and all the transactions and matters contemplated thereunder and to authorise the Directors to allot and issue the 20,000,000 new Shares upon the exercise of the Option pursuant to the Share Option Agreement and to take all actions as necessary or expedient to implement the Share Option Agreement.	1,329,659,900 (99.83%)	2,304,900 (0.17%)	1,331,964,800

Please refer to the Notice for full version of the Ordinary Resolution.

As at the date of the SGM, the issued share capital of the Company was 1,957,643,050 Shares.

The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Ordinary Resolution at the SGM was 1,957,643,050 Shares, representing 100.0% of the total issued share capital of the Company. As at the date of the SGM, Mr. Wang Jinlong, who has an interest in the Share Option Agreement, together with his associates hold no Share, and therefore no Shareholder was required to abstain from voting in respect of the Ordinary Resolution to approve the Share Option Agreement and the transactions and matters contemplated thereunder.

There was no Independent Shareholder who was entitled to attend but vote only against the Ordinary Resolution at the SGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, was appointed as scrutineer at the SGM for the purpose of vote-taking.

## **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS, MEMBERS OF AUDIT COMMITTEE AND CHIEF EXECUTIVE OFFICER**

The Board announces that with effect from 22 February 2008, (i) Dr. Lee Tung Hai, Leo (“**Dr. Lee**”) resigned as an independent non-executive Director and a member of the audit committee of the Company due to his hectic schedule of work and other community service commitments which make him unable to provide the necessary time to the Board; (ii) Mr. Tong Hin Wor (“**Mr. Tong**”) has been appointed as an independent non-executive Director and a member of the audit committee of the Company; (iii) Mr. Lee Lap ceased to act as chief executive officer of the Company and remains as the executive Director and Chairman of the Board; and (iv) Mr. Wang Jinlong, an executive Director, has been appointed as chief executive officer of the Company.

Dr. Lee confirmed that he has no disagreement with the Board and that there is no matter relating to his resignation that needs to be brought to the attention of Shareholders. The Board is not aware of any matters relating to Dr. Lee’s resignation that need to be brought to the attention of Shareholders.

Mr. Tong Hin Wor, aged 63, holds a diploma in management studies from Hong Kong Polytechnic University. Mr. Tong has over 30 years of working experience in financial management. Mr. Tong was the financial controller of Termbray Electronics Co. Ltd. in 1991. He was the financial controller of Karrie Industrial Co. Ltd., a company principally engaged in electronics and sheet metal manufacturing in 1993, the group controller of Elec & Eltek (International) Ltd. in 1995 and the group vice president of Elec & Eltek Corporate Services Ltd. from 1995 to 2004.

Mr. Tong does not hold any other major appointments or qualifications and has not held any position nor directorship in any listed public companies during the last three years preceding the date of this announcement. Save as disclosed above, 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. Tong, the Company appointed Mr. Tong for a term until 31 December 2008 and he will be subject to retirement and re-election at annual general meeting of the Company in accordance with the bye-laws of the Company. There is no agreement on the amount of the remuneration payable to Mr. Tong. His director’s fee will be 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. Tong is and was not connected with any other Directors, senior management or substantial or controlling shareholders of the Company as defined in the Listing Rules. As at the date of this announcement, Mr. Tong does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Tong 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. Tong as an 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 Dr. Lee for his valuable contribution to the Company during his service with the Company and to welcome Mr. Tong to join the Board.

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

Hong Kong, 22 February 2008

*As at the date of this announcement, the executive Directors are Mr. Lee Lap, Mdm. Leung Lai Ping, Mr. Tommy Lee, Mr. Wong Shiu Kee and Mr. Wang Jinlong; the non-executive Director is Mr. Lee Ka Sze, Carmelo; and the independent non-executive Directors are Mr. Chan Siu Kang, Mr. Lo Yiu Hee and Mr. Tong Hin Wor.*