



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

*(incorporated in Bermuda with limited liability)*

*Website: www.termbray.com.hk*

**(Stock Code: 0093)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Termbray Industries International (Holdings) Limited (the “Company”) will be held at Flat B, 8th Floor, Waylee Industrial Centre, 30–38 Tsuen King Circuit, Tsuen Wan, New Territories, Hong Kong on 13 June 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company, with or without amendments:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the framework agreement (the “Framework Agreement”, a copy of which marked “A” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification) dated 6 May 2008 entered into between Termbray Industries International (Holdings) Limited (the “Company”) and Petrol-king Holding Limited (“Petrol-king”), pursuant to which Petrol-king and its wholly-owned subsidiaries (the “Petrol-king Group”) shall provide to the Company and its subsidiaries services including the evaluation of potential oilfield assets identified for acquisition and oilfield operation and management services for the acquired oilfields, and the transactions and matters contemplated thereunder be and are hereby approved, ratified and confirmed, and the proposed annual caps in relation to the Framework Agreement being US\$14,860,000, US\$22,060,000 and US\$45,020,000 for the three years ending 31 March 2009, 31 March 2010 and 31 March 2011 respectively be and are hereby approved; and
- (b) any one director of the Company (or if execution under the common seal of the Company was required, any two directors of the Company) be and is (are) hereby authorised for and on behalf of the Company to sign and, where required, to affix the common seal of the Company to any documents, instruments or agreements and to do all such other things as any one director of the Company might deem necessary or expedient for the purpose of or in connection with the Framework Agreement and the transactions contemplated thereunder and all other documents necessary for completion of the Framework Agreement and the transactions.”

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

Hong Kong, 23 May 2008

*Notes:*

- (1) The ordinary resolution in relation to the Framework Agreement to be considered at the meeting will be decided by poll.
- (2) A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
- (4) A form of proxy for use at the meeting is enclosed.
- (5) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the head office and principal place of business of the Company at Flat B, 8th Floor, Waylee Industrial Centre, 30–38 Tsuen King Circuit, Tsuen Wan, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.
- (6) As at the date of this notice, the executive directors of the Company are Mr. Lee Lap, Mdm. Leung Lai Ping, Mr. Tommy Lee, Mr. Wang Jinlong and Mr. Wong Shiu Kee; the non-executive director of the Company is Mr. Lee Ka Sze, Carmelo; and the independent non-executive directors of the Company are Mr. Chan Siu Kang, Mr. Lo Yiu Hee and Mr. Tong Hin Wor.