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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 XIV A 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 may experience a significant decrease in profit for the year ended 31 March 2014 as compared to that of the corresponding year ended 31 March 2013.

**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 TermbRAY 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 XIV A 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 the Company and its subsidiaries (the “**Group**”) may experience a significant decrease in profit for the year ended 31 March 2014 as compared to that of the corresponding year ended 31 March 2013. The decrease was mainly due to the non-occurrence of the one-off items recorded in the Group’s financial statements for the last year ended 31 March 2013, namely (i) net gain of approximately HK\$166 million from the deemed disposal of its interest in TermbRAY Petro-king Oilfield Services Limited (“**Petro-king**”) and its subsidiaries (collectively, the “**Petro-king Group**”) from approximately 45.4% to approximately 32.9% upon the successful listing of the shares of Petro-king on the main board of The Stock Exchange of Hong Kong Limited on 6 March 2013; and (ii) compensation of approximately HK\$4 million on land expropriation by the local PRC authorities in respect of the Group’s investment in the property held through Cong Hua White Swan Bow Yuen Real Estate Development Limited.

In addition, there is a decrease in the Group's share of operation results of Petro-king Group for the year ended 31 March 2014 due to the decrease in the Group's shareholding in Petro-king Group from approximately 45.9% as at 31 March 2012 to approximately 32.9% as at 31 March 2013, and further diluted to 31.9% as at 31 December 2013, despite Petro-king Group demonstrated an improved operating result for the year ended 31 December 2013.

The dilutions in the Group's shareholding in Petro-king Group mentioned above are caused by the exercise of share options by employees of Petro-king Group and the issue of new shares by Petro-king for acquisition of the remaining interest in a non-wholly owned subsidiary engaged in the manufacturing and sales of oilfield tools and equipments in Singapore. Such dilutions resulted in a loss on deemed disposal of the Group's interest in Petro-king Group.

As the Company is still in the process of finalizing its results for the year ended 31 March 2014, it should be noted that information contained in this profit warning announcement is only based on information currently available to the Company which has not been audited by the Company's auditors.

**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, 30 May 2014

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

***Executive Directors:***

Mr. Lee Lap (*Chairman*)

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

Mdm. 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