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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 may experience a significant decrease in net profit for the six months ended 30 September 2013 as compared to that of the corresponding period ended 30 September 2012.

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 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 the Company and its subsidiaries (the “**Group**”) may experience a significant decrease in net profit for the six months ended 30 September 2013 as compared to that of the corresponding period ended 30 September 2012. The decrease was primarily due to (i) the Group’s shareholding in its associated company, Termbray Petro-king Oilfield Services Limited (“**Petro-king**”), has decreased from approximately 45.9% as at 31 March 2012 to approximately 32.9% as at 31 March 2013 upon the successful listing of the shares of Petro-king on the main board of The Stock Exchange of Hong Kong Limited in March 2013 (the “**Petro-king IPO**”) and (ii) Petro-king’s decrease in profit attributable to owners of Petro-king for the six months ended 30 June 2013 as compared to that of the corresponding period ended 30 June 2012, thereby reducing the Group’s share of operation results of Petro-king and its subsidiaries (the “**Petro-king Group**”) for the current six months period under review.

In addition, it should be noted that the Group’s one-off net gain of approximately HK\$166 million recorded in its financial statements for the year ended 31 March 2013 as a result of its deemed disposal of its interest in the Petro-king Group upon the Petro-king IPO will not be happened again in the Group’s financial statements for the year ending 31 March 2014. Accordingly, this will have a negative impact on the Group’s net profit for the year ending 31 March 2014 when compared to that of the corresponding period ended 31 March 2013.

It should be noted that the 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. The Company's shareholders and potential investors are therefore advised to read carefully the unaudited interim results announcement of the Company for the six months ended 30 September 2013 which is expected to be published in November 2013.

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, 29 October 2013

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

Executive Directors:

Mr. Lee Lap (*Chairman*)

Mdm. Leung Lai Ping

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

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