



TERMBRAY INDUSTRIES INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

website: 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 22 February 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company, with or without amendments:

ORDINARY RESOLUTION

“**THAT** the share option agreement (the “Share Option 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 14 January 2008 entered into between the Company and Mr. Wang Jinlong pursuant to which, the Company will grant to Mr. Wang Jinlong the right to subscribe for 20,000,000 new shares of the Company at HK1.20 per share, subject to adjustment, on the Exercise Date (as defined in the circular of the Company dated 30 January 2008) and the transactions and matters contemplated thereunder be and are hereby approved, and the directors of the Company be and are hereby authorized to allot and issue the 20,000,000 new shares of the Company upon the exercise of the option pursuant to the Share Option Agreement and to take all such actions as they may consider necessary or expedient to implement the Share Option Agreement.”

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

Hong Kong, 30 January 2008

Notes:

- (1) The ordinary resolution to be considered at the meeting will be decided by poll. Mr. Wang Jinlong together with his associates will abstain from voting on the ordinary resolution.
- (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 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 Dr. The Hon. Lee Tung Hai, Leo, G.B.M., G.B.S., LL.D., J.P., Mr. Chan Siu Kang and Mr. Lo Yiu Hee.