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NEW INSIGHT INVESTMENTS LIMITED

(Incorporated in the British Virgin Islands with limited liability)

TERMBRAY INDUSTRIES INTERNATIONAL

(HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 0093)

**JOINT ANNOUNCEMENT
DESPATCH OF COMPOSITE DOCUMENT
FOR
PROPOSED PRIVATISATION BY WAY OF
VOLUNTARY CONDITIONAL OFFER BY PIPER JAFFRAY ASIA LIMITED
ON BEHALF OF NEW INSIGHT INVESTMENTS LIMITED
FOR
ALL THE ISSUED SHARES IN TERMBRAY INDUSTRIES INTERNATIONAL
(HOLDINGS) LIMITED (OTHER THAN THOSE ALREADY HELD BY
NEW INSIGHT INVESTMENTS LIMITED AND PARTIES ACTING
IN CONCERT WITH IT)**

**Financial Advisor to
New Insight Investments Limited**

Piper Jaffray

Independent Financial Advisor to the Independent Board Committee

Quam  **華富嘉洛**
CAPITAL **企業融資**

The Composite Document jointly issued by the Offeror and Termbray, together with the Form of Acceptance and Transfer will be despatched by the Offeror and Termbray jointly to the Shareholders on 10 March 2010 in accordance with the Takeovers Code.

Shareholders are advised to read the Composite Document carefully, including the advice of the Independent Board Committee and the advice of Quam Capital Limited in respect of the Offer, before deciding whether to accept the Offer or not.

Reference is made to the joint announcement issued by New Insight Investments Limited and Termbray Industries International (Holdings) Limited on 3 February 2010 (the “Joint Announcement”). Terms used herein shall have the same meanings as those defined in the Joint Announcement unless the context requires otherwise.

On 3 February 2010, the Offeror and Termbray jointly announced that Piper Jaffray, on behalf of the Offeror, will make a voluntary conditional offer to acquire all of the issued Termbray Shares (other than those already held by the Offeror and parties acting in concert with it).

As at 5 March 2010, being the latest practicable date prior to the printing of the Composite Document for ascertaining certain information contained therein (the “Latest Practicable Date”), the Offeror was not beneficially interested in any Termbray Shares and Lee & Leung, which is the holding company of the Offeror, was beneficially interested in 1,252,752,780 Termbray Shares, representing approximately 63.99% of the existing issued share capital of Termbray. Each of Mr. Lee Wing Sing Vincent and Mr. Lee Wing Keung was beneficially interested in 39,387,120 and 37,500,000 Termbray Shares respectively, representing approximately 2.01% and 1.92% of the existing issued share capital of Termbray as at the Latest Practicable Date. Mr. Lee Wing Sing Vincent (a non-executive director of Termbray) and Mr. Lee Wing Keung are the sons of Mr. Lee Lap and Mdm. Leung Lai Ping, both of whom are directors of the Offeror, Lee & Leung and Termbray. As such, Lee & Leung, Mr. Lee Wing Sing Vincent and Mr. Lee Wing Keung are all considered to be parties acting in concert with the Offeror. Therefore, as at the Latest Practicable Date, the Offeror and parties acting in concert with it were interested in an aggregate of 1,329,639,900 Termbray Shares, representing approximately 67.92% of the existing issued share capital of Termbray.

As at the Latest Practicable Date, Mr. Lee Lap was the registered holder of 7,970 Termbray Shares, all of which shares were allotted and issued to Mr. Lee Lap, as nominee and bare trustee, arising from the aggregation of fractional entitlements of shares in connection with the issues of bonus shares by Termbray in the past. Such Termbray Shares are held by Mr. Lee Lap on terms that they are to be sold and the proceeds of sale to be retained for the benefit of Termbray. However, such sale has not taken place due to inadvertent oversight. The number of these Termbray Shares is insignificant compared to the total number of Termbray Shares subject to the Offer; and it is considered to be more independent if these 7,970 Termbray Shares are excluded from the Offer. Accordingly, for these reasons, these 7,970 Termbray Shares are not subject to the Offer.

The 7,970 Termbray Shares as mentioned above were only revealed at the time of compiling the Composite Document. Therefore, the total number of Termbray Shares subject to the Offer as stated in the Joint Announcement (i.e. 628,003,150 Termbray Shares) should be adjusted to 627,995,180 Termbray Shares.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, containing, among other things, terms of the Offer, information on the Offeror and the intention of the Offeror regarding the Termbray Group, a letter from Piper Jaffray to the Independent Shareholders in respect of the Offer, a letter from the Termbray Board to the Independent Shareholders in respect of the Offer, a letter of advice from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of the Offer and a letter of advice from Quam Capital Limited, the independent financial adviser to Termbray in relation to the Offer, containing its recommendation to the Independent Board Committee in respect of the Offer, together with the form of acceptance and transfer in respect of the Offer (the “Form of Acceptance and Transfer”), will be despatched to the Shareholders on 10 March 2010 in accordance with the Takeovers Code.

Shareholders are advised to read the Composite Document carefully, including the advice of the Independent Board Committee and the advice of Quam Capital Limited in respect of the Offer, before deciding whether to accept the Offer or not.

EXPECTED TIMETABLE

The Offer will commence on 10 March 2010 and the latest time and date for the acceptance of the Offer is at 4:00 p.m. on 31 March 2010, unless the Offeror extends or revises the Offer as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). An announcement will be made in relation to any extension or revision of the Offer, which will state the next closing date or, if the Offer has become or is at that time unconditional, that the Offer will remain open until further notice.

The expected timetable for the Offer is set out below. Shareholders should note that the timetable is indicative only and may be subject to change. Any changes to the timetable will be announced by the Offeror and Termbray.

2010

Despatch date of the Composite Document and commencement date of the Offer (<i>Note 1</i>)	Wednesday, 10 March
Latest time and date for acceptance of the Offer (<i>Note 2</i>)	4:00 p.m. on Wednesday, 31 March
First Closing Date of the Offer (<i>Notes 2 and 3</i>)	Wednesday, 31 March
Announcement of the results of the Offer	not later than 7:00 p.m. on Wednesday, 31 March
Latest date for posting of remittances for the amounts due and/or certificate(s) for the New Shares in respect of valid acceptances received under the Offer on or before 4:00 p.m. on the first Closing Date, assuming the Offer becomes, or is declared, unconditional in all respects on the first Closing Date (<i>Note 4</i>)	Saturday, 10 April
Latest time and date of the Offer remaining open for acceptance assuming the Offer becomes or is declared unconditional on the first Closing Date (<i>Note 5</i>)	4:00 p.m. on Wednesday, 14 April
Latest time and date by which the Offer can become or be declared unconditional as to acceptances (<i>Note 6</i>)	7:00 p.m. on Monday, 10 May
Latest time and date for the Offer to remain open for acceptances (<i>Note 7</i>)	4:00 p.m. on Friday, 9 July

Notes:

1. The Offer is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until the Closing Date.

2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time for acceptance of the Offer is 4:00 p.m. on Wednesday, 31 March 2010. See also note (5) below.
3. If there is (i) a tropical cyclone warning signal number 8 or above, or (ii) a “black” rainstorm warning signal in force between 9:00 a.m. and 4:00 p.m. on the Closing Date, the time and date of the close of the Offer will be adjourned to 4:00 p.m. on the next business day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve.
4. Remittances in respect of the cash consideration or share certificates for the New Shares regarding the Termbray Shares tendered under the Offer will be posted as soon as practicable, but in any event within 10 days from the later of the date on which the Offer becomes, or is declared, unconditional and the date the share registrar of Termbray, Tricor Standard Ltd. (the “Registrar”), receives a duly completed Form of Acceptance and Transfer from the Independent Shareholders accepting the Offer. Relevant documents of title must be received by the Registrar to render acceptance of the Offer complete and valid.

An Independent Shareholder who has accepted the Offer shall be entitled to withdraw his acceptance after 21 days from the first Closing Date on Wednesday, 31 March 2010, if the Offer has not by then become unconditional as to acceptances. However, this entitlement to withdraw shall only be exercisable until such time as the Offer becomes or is declared unconditional as to acceptances. For further details, please refer to Appendix I to the Composite Document.

5. If the Offer becomes or is declared unconditional, the Offer will remain open for acceptance for at least 14 days thereafter in accordance with the Takeovers Code.
6. Except with the consent of the Executive, the latest date on which the Offeror can declare the Offer unconditional as to acceptances is the date falling 60 days after the date of posting of the Composite Document. The Offer, unless it has previously become or been declared unconditional as to acceptance, may not be extended beyond, and will lapse, at 7:00 p.m. on Monday, 10 May 2010 except with the consent of the Executive.
7. The Offer may not remain open for acceptance for more than 4 months from the posting of the Composite Document, unless the Offeror has by that time become entitled to exercise such powers of compulsory acquisition, in which event it must do so without delay. To the extent applicable and pursuant to the compulsory acquisition power under the Companies Act, if the Offeror acquires not less than 90% of the Termbray Shares held by the Independent Shareholders (by virtue of the acceptances of the Offer or otherwise) within the period of four months after posting the initial Composite Document, the Offeror intends to exercise its rights under the provisions of the Companies Act and Rule 2.11 of the Takeovers Code to compulsorily acquire those Termbray Shares not acquired by the Offeror and parties acting in concert with it pursuant to the Offer, and following which an application will be made for the withdrawal of the listing of Termbray Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules.

All time references contained in this announcement refer to Hong Kong time and dates.

COMPULSORY ACQUISITION AND WITHDRAWAL OF LISTING

To the extent applicable and pursuant to the compulsory acquisition powers under the Companies Act, if the Offeror acquires not less than 90% of the Termbray Shares held by the Independent Shareholders (by virtue of the acceptances of the Offer or otherwise) within the period of four months after posting the initial Composite Document, the Offeror intends to exercise its rights under the provisions of the Companies Act and Rule 2.11 of the Takeovers Code to compulsorily acquire those Termbray Shares not acquired by the Offeror and parties acting in concert with it pursuant to the Offer, and following which an application will be made for the withdrawal of the listing of the Termbray Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules.

Pursuant to Section 103 of the Companies Act, holders of not less than 95% of the shares in a company may give notice to the remaining shareholders of the intention to acquire their shares. Upon completion of the Offer and acquisition of the Termbray Shares from parties acting in concert with the Offeror, the Offeror will hold not less than approximately 96.79% of the issued share capital of Termbray. In such circumstances, the Offeror would be entitled to exercise its compulsory acquisition powers pursuant to Section 103 of the Companies Act. Further announcement(s) will be made by the Offeror and Termbray in accordance with the Takeovers Code in such regard.

If the Offeror does not exercise the compulsory acquisition powers set out above upon the Offer becoming unconditional, the directors of the Offeror jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that there is sufficient public float for the Termbray Shares. However, the Offeror does not consider that this is likely to occur given the intention of the Offeror to privatise Termbray by exercising its compulsory acquisition powers upon the Offer becoming unconditional.

The Stock Exchange has stated that if, at the completion of the Offer, less than 25% of the Termbray Shares are held by the public, or if the Stock Exchange believes that there are insufficient Termbray Shares in public hands to maintain an orderly market, then it will consider exercising its discretion to suspend trading in the Termbray Shares.

By Order of the Board
New Insight Investments Limited
Lee Lap
Director

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

Hong Kong, 9 March 2010

As at the date of this announcement, the directors of the Offeror are Mr. Lee Lap and Mdm. Leung Lai Ping.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than those relating to the Termbray Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Termbray Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

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

The directors of Termbray jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Termbray Group and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the Termbray Group have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement relating to the Termbray Group misleading.