



TERMBRAY INDUSTRIES INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0093)

Proxy form for use at the special general meeting to be held on 18 October 2010

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ shares (Note 2) of HK\$0.08 each in the capital of
TERMBRAY INDUSTRIES INTERNATIONAL (HOLDINGS) LIMITED (“the Company”) **HEREBY APPOINT THE
CHAIRMAN OF THE MEETING** or (Note 3) _____
of _____
as my/our proxy to attend and vote for me/us at the special general meeting (“the Meeting”) of the Company to be held at Flat B, 8th
Floor, Waylee Industrial Centre, 30-38 Tsuen King Circuit, Tsuen Wan, New Territories, Hong Kong on Monday, the 18th day of October,
2010 at 10:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without
amendments, the resolution as set out in the notice convening the Meeting (“the Notice”) as indicated below (Note 4).

ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
To approve, confirm and/or ratify the Agreement (as defined in the Notice) and all transactions contemplated thereunder and in connection therewith and any other ancillary documents and all transactions contemplated thereunder.		

Dated the _____ day of _____, 2010 Shareholder's signature (Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.08 each of the Company (“the Shares”) registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman is preferred, please strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST”.** Failure to complete any box will entitle your proxy to cast his votes on the resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders of any Share(s), any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share(s) as if he was 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 of members in respect of such Share(s) shall alone be entitled to vote in respect thereof.
7. To be valid, the proxy form together with any 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 any adjournment thereof.
8. Any 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 vote instead of him. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting in person at the Meeting if you so wish.
10. The ordinary resolution to be considered at the Meeting will be decided by poll. On voting by poll, each member present in person or, by a duly authorized corporate representative or by proxy, shall have one vote for each Share.