



TERMBRAY INDUSTRIES INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0093)

Proxy form for use at the annual general meeting to be held on 7 September 2012

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 annual general 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 Friday, 7 September, 2012 at 10:00 a.m. (and at any adjournment thereof) as indicated below^(Note 4).

Ordinary Resolutions		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements for the year ended 31 March, 2012 together with the directors’ report and the independent auditor’s report thereon		
2.	To declare a final dividend		
3.	(i) To re-elect Mr. Lee Lap as director		
	(ii) To re-elect Mdm. Leung Lai Ping as director		
	(iii) To re-elect Mr. Wong Shiu Kee as director		
	(iv) To re-elect Mr. Lee Ka Sze, Carmelo as director		
	(v) To re-elect Mr. Siu Lok Chow, Gabriel as director		
	(vi) To authorise the board of directors to fix the remuneration of the directors		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix their remuneration		
5.	To give a general mandate to the directors to repurchase shares of the Company (ordinary resolution in item 5 of the notice of annual general meeting)		
6.	To give a general mandate to the directors to issue new shares of the Company (ordinary resolution in item 6 of the notice of annual general meeting)		
7.	To extend the general mandate to be given to the directors to issue shares of the Company (ordinary resolution in item 7 of the notice of annual general meeting)		

Dated the _____ day of _____ 2012 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 registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company 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 ANY RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions 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 convening the meeting.
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, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at any 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 shares 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 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 at the meeting if you so wish.