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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 expects that the loss for the financial year ended 31 March 2016 is significantly larger than the loss recorded for the corresponding year ended 31 March 2015.

**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 Termbay 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**”) expects that the loss for the financial year ended 31 March 2016 is significantly larger than the loss recorded for the corresponding year ended 31 March 2015. The amount of such loss is primarily due to (1) the Group sharing the loss of the operating results from Petro-king Oilfield Services Limited (“**Petro-king**”) and its subsidiaries (collectively, the “**Petro-king Group**”) for the financial year ended 31 December 2015 and (2) the recognition of an impairment loss with respect to the Group’s investment in Petro-king after taking into account of (i) the sluggish global oil and gas market that caused further decline in oilfield service orders of Petro-king Group for the year ended 31 December 2015; (ii) the weak international oil price which led to stringent capital expenditure and cost cutting plans for most of Petro-king Group’s customers; (iii) the estimated limits on business growth of Petro-king Group in 2016 brought about by the continuing effects of a bearish market on crude oil price; and (iv) the continuing downward trend of Petro-king’s share price. As at 31 March 2016, the Company was interested in approximately 30.47% in the issued share capital of Petro-king.

As at the date hereof, the Group is still ascertaining the amount of impairment loss, but it is not expected that this recognition of impairment loss would have any material adverse impact on the operations of the Group.

As the Company is still in the process of finalizing its results for the year ended 31 March 2016, it should be noted that 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. Shareholders and potential investors are advised to refer to the Group's annual results announcement for the year ended 31 March 2016 for details, which is expected to be published before the end of 30 June 2016.

**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  
**Termbray Industries International (Holdings) Limited**  
**LEE Lap**  
*Chairman*

Hong Kong, 15 April 2016

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

***Executive Directors:***

Mr. Lee Lap (*Chairman*)

Madam 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