

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



TERMBRAY INDUSTRIES INTERNATIONAL (HOLDINGS) LIMITED

添利工業國際（集團）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0093)

PASSING AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board of Directors (the “**Board**”) of TermbRAY Industries International (Holdings) Limited (the “**Company**”) regrets to announce that Mr. Siu Lok Chow, Gabriel (“**Mr. SIU**”), an independent non-executive director of the Company, passed away on 6 May 2016.

On behalf of the Company, the Board would like to express its deepest sorrow for the departure of Mr. SIU and convey its condolences to his family. The Board would also like to express its sincere appreciation to Mr. SIU for his invaluable contributions to the Company in the past.

Following the passing of Mr. SIU, the Board comprises seven members, including four executive directors, one non-executive director and two independent non-executive directors, with the number of independent non-executive directors falling below the minimum number required under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and falling below one-third of the Board as required under Rule 3.10A of the Listing Rules.

Mr. SIU also served as members of the audit committee, remuneration committee and nomination committee of the Company. Following Mr. SIU’s passing, the audit committee members decreased from four to three, comprising two independent non-executive directors and one non-executive director, which complies with Rule 3.21 of the Listing Rules; the remuneration committee members decreased from three to two, comprising one independent non-executive director and one executive director, which does not fulfill the requirement that a remuneration committee must comprise a majority of independent non-executive directors under Rule 3.25 of the Listing Rules; and the nomination committee members decreased from three to two, comprising one independent non-executive director and one executive director, which does not fulfill the requirement that a nomination committee must comprise a majority of independent non-executive directors under Code Provision A.5.1 of Appendix 14 of the Listing Rules.

The Company will take steps to comply with the relevant requirements under the Listing Rules as soon as practicable and in any event within three months from 6 May 2016, and will make a further announcement as and when appropriate.

For and on behalf of
Termbray Industries International (Holdings) Limited
LEE Lap
Chairman

Hong Kong, 11 May 2016

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

Executive Directors:

Mr. Lee Lap (*Chairman*)

Mr. Tommy Lee (*Vice Chairman & Chief Executive Officer*)

Mdm. Leung Lai Ping

Mr. Wong Shiu Kee

Independent Non-Executive Directors:

Mr. Lo Yiu Hee

Mr. Tong Hin Wor

Non-Executive Director:

Mr. Lee Ka Sze, Carmelo