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## **TECHCOMP (HOLDINGS) LIMITED**

**天美(控股)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 1298)**

**(Singapore Stock Code: T43)**

### **ANNOUNCEMENT**

#### **COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

##### **COMPLETION OF THE SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that as all the conditions of the Subscription Agreements have been fulfilled, the completion of the Subscription took place on 22 October 2014, and aggregate of 34,875,000 Subscription Shares at the Subscription Price of HK\$2.40 per each Subscription Share have been issued and allotted to the Subscribers. The net proceeds received by the Company from Subscription are approximately HK\$83.35 million.

The Subscription Shares represent (i) approximately 15% of the issued share capital of the Company immediately before completion of the Subscription; and (ii) approximately 13.04% of the issued share capital of the Company as enlarged by the issue of Subscription Shares.

Reference is made to the announcement of Techcomp (Holdings) Limited (the “**Company**”) dated 9 October 2014 (the “**Subscription Announcement**”) and the announcement of the Company dated 21 October 2014 relating to, the subscription of new shares under the General Mandate. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Subscription Announcement.

##### **COMPLETION OF THE SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that as all the conditions of the Subscription Agreements, among others, the the Listing Committee of the Stock Exchange and the SGX-ST granting approval for the listing of, and permission to deal in, the Subscription Shares, have been fulfilled, the completion of the Subscription took place on 22 October 2014, and aggregate of 34,875,000 Subscription Shares at the Subscription Price of HK\$2.40 per each Subscription Share have been issued and allotted to the Subscribers. The net proceeds received by the Company from the Subscription are approximately HK\$83.35 million. The Subscription Shares represent (i) approximately 15% of the issued share capital of the Company immediately before completion of the Subscription; and (ii) approximately 13.04% of the issued share capital of the Company as enlarged by the issue of Subscription Shares.

The Subscription Shares are expected to be listed and quoted on the Official List of the SGX-ST with effect from 9.00 am on 24 October 2014.

The in-principle approval of the SGX-ST for the listing and quotation of the Subscription Shares on the SGX-ST is not to be taken as an indication of the merits of the Subscription, the Subscription Shares, the Company and/or its subsidiaries.

## EFFECTS ON SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (i) immediately before completion of the Subscription; and (ii) immediately after completion of the Subscription:

Shareholders	Immediately before completion of the Subscription		Immediately after completion of the Subscription	
	No. of shares	Approximate %	No. of shares	Approximate %
Lo Yat Keung ( <i>Note 1</i> )	112,456,500	48.37	112,456,500	42.06
Yung Yat ( <i>Note 1</i> )	112,456,500	48.37	112,456,500	42.06
Chan Wai Shing	9,720,000	4.18	9,720,000	3.64
Xu Guoping	9,870,000	4.25	9,870,000	3.69
Ho Yew Yuen	300,000	0.13	300,000	0.11
Kabouter Fund I QP LLC ( <i>Note 2</i> )	14,659,829	6.31	14,659,829	5.48
Kabouter Management, LLC ( <i>Note 2</i> )	35,166,000	15.13	35,166,000	13.15
<i>Public Shareholders</i>				
KCH Investment Company Limited ( <i>Note 3</i> )	—	—	22,669,000	8.48
GW Capital Limited ( <i>Note 4</i> )	—	—	12,206,000	4.56
Existing public shareholders	<u>64,987,500</u>	<u>27.94</u>	<u>64,987,500</u>	<u>24.31</u>
Total	<u>232,500,000</u>	<u>100.00</u>	<u>267,375,000</u>	<u>100.00</u>

Notes:

(1) Mr. Lo Yat Keung, our President, is beneficially interested in 104,956,500 Shares and is deemed to be interested in the shares held by his spouse, Ms. Yung Yat, who has an interest in 7,500,000 Shares; while Ms. Yung Yat is beneficially interested in 7,500,000 Shares and is deemed to be interested in the shares held by Mr. Lo Yat Keung, her spouse who has an interest in 104,956,500 Shares.

(2) According to the disclosure of interest form filed by Kabouter Management, LLC, the Company is notified that Kabouter Management, LLC is deemed to be interested in the Shares, held through HKSCC Nominees Limited, owned by Kabouter Fund II, LLC (managed by Kabouter Management, LLC), Kabouter Fund I (QP), LLC (managed by Kabouter Management, LLC) and Kabouter Fund III, LLC (managed by Kabouter Management, LLC).

(3) KCH Investment Company Limited is wholly owned by Mr. Guo Bing.

(4) GW Capital Limited is wholly owned by Mr. Guo Yong.

By Order of the Board of  
**Techcomp (Holdings) Limited**  
**Lo Yat Keung**  
*President*

Hong Kong, 22 October 2014

As at the date of this announcement, the executive Directors of the Company are Mr. Lo Yat Keung (President), Mr. Chan Wai Shing and Mr. Xu Guoping, and the independent non-executive Directors of the Company are Mr. Seah Kok Khong, Manfred, Mr. Ho Yew Yuen and Mr. Teng Cheong Kwee.

\*For identification purpose only