
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the capital of Techcomp (Holdings) Limited (the “Company”), you should at once hand this Circular, the notice of the annual general meeting (the “AGM”) and the enclosed form of proxy to the purchaser or to the stockbroker or to the bank or to the agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, 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 Circular.

This Circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for securities of the Company.

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)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS GENERAL MANDATE TO ISSUE NEW SHARES CHANGE OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at Meeting Room 330, Level 3, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593, on Friday, 29 April 2016 at 10:00 a.m. (or any adjournment thereof) is set out on pages 12 to 15 of this Circular. Whether or not you are able to attend the AGM, please complete the form of proxy accompanying this Circular, in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Singapore Shareholders), as soon as possible, and in any event not later than forty-eight (48) hours before the time appointed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

* For identification purposes only

30 March 2016

CONTENTS

	Pages
Definitions	3
Letter from the Board.....	5
Appendix – Details of Directors proposed to be re-elected at the AGM	9
Notice of Annual General Meeting.....	12

DEFINITIONS

In this Circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Meeting Room 330, Level 3, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 29 April 2016 at 10:00 a.m. (or any adjournment thereof)
“AGM Notice”	the notice convening the AGM as set out on pages 12 to 15 of this Circular
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company currently in force
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“CDP”	The Central Depository (Pte) Limited
“Circular”	this circular
“Company”	Techcomp (Holdings) Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the SGX-ST and the Main Board of the SEHK
“controlling shareholder(s)”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and all of its subsidiaries
“HKSCC”	The Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 March 2016, being the latest practicable date prior to the printing of this Circular for the purpose of ascertaining certain information contained in this Circular
“Listing Manual”	the Listing Manual of the SGX-ST
“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“PRC”	The People’s Republic of China, and for the purpose of this Circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“S\$”	Singapore dollars, the lawful currency of Singapore
“SEHK”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“SFA”	The Securities and Futures Act, Chapter 289 of Singapore, as amended, modified or supplemented from time to time
“SFO”	The Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong, as amended, modified or supplemented from time to time
“SGX-ST”	The Singapore Exchange Securities Trading Limited
“Share(s)”	the ordinary share(s) of US\$0.05 each in the share capital of the Company
“Share Issue Mandate”	the share issue mandate granted to the Directors at the annual general meeting of the Company on 27 April 2015 to exercise all the powers of the Company to allot, issue and deal with not more than the sum of 50% of the total number of issued Shares (excluding treasury shares), of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to the Shareholders shall not exceed 20% of the total number of the issued Shares (excluding treasury shares)
“Shareholder(s)”	Registered holder(s) of Share(s) in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose securities accounts Shares are credited, and where the registered holder is CCASS
“substantial shareholder(s)”	has the meaning ascribed to this term under the Listing Rules
“treasury share(s)”	share(s) of the Company that was/were or is/are treated as having been acquired and held by the Company and has/have been held continuously by the Company since it/they was/were so acquired and has/have not been cancelled pursuant to the laws of Bermuda
“US\$”	United States dollars, the lawful currency of the United States of America
“%” or per cent.	Percentage or per centum

The expressions “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and vice versa. Words importing persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular shall be a reference to Hong Kong time unless otherwise stated.

In the event of any inconsistency between the English version of this Circular (including the Notice of AGM) and the proxy form, and the Chinese version of this Circular (including the Notice of AGM) and the proxy form, the English version shall prevail.

LETTER FROM THE BOARD

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)

Executive Directors

Mr. Lo Yat Keung (President)

Mr. Chan Wai Shing

Registered Office

Canon's Court, 22 Victoria Street

Hamilton HM 12, Bermuda

Independent non-executive Directors

Mr. Seah Kok Khong, Manfred

Mr. Ho Yew Yuen

Mr. Teng Cheong Kwee

*Head Office and Place of Business in Hong Kong
under the Companies Ordinance*

6/F., Mita Center

552-566 Castle Peak Road

Kwai Chung

Kowloon

Hong Kong

30 March 2016

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS
GENERAL MANDATE TO ISSUE NEW SHARES
CHANGE OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this Circular is to provide the Shareholders with information on the resolutions to be proposed at the AGM for the approval of the re-election of the retiring Directors, the renewal of the Share Issue Mandate and the change of auditor of the Company.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 104 of the Bye-laws, Mr. Ho Yew Yuen and Mr. Seah Kok Khong, Manfred will retire from the office of Director at the AGM and, being eligible, will offer themselves for re-election at the AGM. The re-election of Directors under resolution no. 3 and no. 4 of the AGM Notice will be individually voted on by the Shareholders. The information required to be disclosed under the Listing Rules in relation to the retiring Directors proposed for re-election are set out in Appendix to this Circular.

* For identification purposes only

LETTER FROM THE BOARD

3. RENEWAL OF SHARE ISSUE MANDATE

An ordinary resolution as set out in resolution no. 7 in the AGM Notice will be proposed at the AGM to seek the approval of the Shareholders to grant to the Directors generally and unconditionally the Share Issue Mandate to issue Shares whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that the aggregate number of Shares to be issued (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this ordinary resolution no. 7) does not exceed 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this ordinary resolution no. 7, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to the Shareholders (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this ordinary resolution no. 7) shall not exceed 20% of the total number of the issued Shares (excluding treasury shares) in the capital of the Company. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this ordinary resolution no. 7 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this ordinary resolution no. 7 is passed; and (b) any subsequent bonus issue or consolidation or subdivision of Shares.

Unless revoked or varied by the Company in a general meeting by ordinary resolution, the Share Issue Mandate will expire at the conclusion of the AGM, or at the expiration of the period within which the Company is required by the rules of the SEHK or the SGX-ST (if applicable), or any applicable laws of Hong Kong, Bermuda or Singapore to hold its next annual general meeting, whichever occurs first.

The Listing Rules provide that the Share Issue Mandate shall be subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted under the Share Issue Mandate must not exceed 20% of the existing issued share capital of the Company.

Subject to the passing of the resolution no. 7 in the AGM Notice for the approval of the renewal of the Share Issue Mandate, the aggregate number of Shares and convertible securities allotted or agreed to be allotted under the renewed Share Issue Mandate must not exceed 20% of the total issued share capital of the Company (excluding treasury shares) as at the date of AGM. As at the Latest Practicable Date, the Company has an aggregate of 275,437,000 Shares in issue. Subject to the passing of the resolution no. 7 for the approval of the renewal of the Share Issue Mandate on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the renewed Share Issue Mandate to allot, issue and deal with a maximum of 55,087,400 Shares. The grant of the Share Issue Mandate will provide flexibility to the Directors to issue new Shares when it is in the interest of the Company.

4. CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 29 March 2016 regarding the proposed change of auditor of the Company. Due to the conversion of the Company's listing status on the SGX-ST from a primary listing to a secondary listing while maintaining its primary listing status on the SEHK, the financial statements of the Company would be audited by Deloitte Touche Tohmatsu instead of Deloitte & Touche LLP. Accordingly, Deloitte & Touche LLP will retire as auditor of the Company with effect from the conclusion of the AGM.

LETTER FROM THE BOARD

Deloitte & Touche LLP has confirmed that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board also confirmed that there are no circumstances in respect of the proposed change of auditors that need to be brought to the attention of the Shareholders.

In this connection, a resolution for the appointment of Deloitte Touche Tohmatsu as a new auditor of the Company and authorisation to the Board to fix the remuneration of the new auditor will be proposed at the AGM following the retirement of Deloitte & Touche LLP.

5. DIRECTORS' RECOMMENDATION

The Board is pleased to recommend the retiring Directors, details of whom are set out in Appendix to this Circular, for re-election at the AGM.

The Board considers that the re-election of the retiring Directors, the grant of the Share Issue Mandate and the change of auditor are in the interests of the Group and are not prejudicial to the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolutions relating to the re-election of retiring Directors, the grant of the Share Issue Mandate and the change of auditor to be proposed at the AGM.

6. AGM

The AGM, the notice of which is circulated with this Circular, to be convened and held at Meeting Room 330, Level 3, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593, on Friday, 29 April 2016 at 10:00 a.m. (or any adjournment thereof) for the purpose of, among other things, considering and, if thought fit, passing, with or without any modifications, the resolutions in relation to the re-election of retiring Directors, the grant of the Share Issue Mandate and the change of auditor of the Company.

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of the Shareholders at the AGM will be taken by poll and the results of poll will be published on the websites of the SEHK, the SGX-ST and the Company on the day of the above meeting.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the AGM and wish to appoint a proxy to attend and vote at the AGM on their behalf will find attached to this Circular a form of proxy which they are requested to complete, sign and return in accordance with the instructions printed thereon and deposit the same with, the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Singapore Shareholders) as soon as possible and in any event not later than forty-eight (48) hours before the time fixed for the AGM (or any adjournment thereof). Completion and return of a form of proxy by a Shareholder does not preclude him/her from attending and voting in person at the AGM (or any adjournment thereof) if he/she finds that he/she is able to do so. In such event, the relevant form of proxy will be deemed to be revoked.

LETTER FROM THE BOARD

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular in compliance with the Listing Rules, and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the re-election of retiring Directors, the Share Issue Mandate and the change of auditor, the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from other sources and/or reproduced in this Circular in its proper form and context.

9. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. Your attention is drawn to the information set out in Appendix to this Circular.

Yours faithfully
For and on behalf of the Board
Techcomp (Holdings) Limited
Lo Yat Keung
President

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

DIRECTORS TO BE RETIRED AT THE AGM PURSUANT TO BYE-LAW 104:

(1) Mr. Ho Yew Yuen (“Mr. Ho”) (*Independent Non-Executive Director*)

Mr. Ho, aged 72, is one of the independent non-executive Directors. He was appointed to the Board on May 28, 2004 and was re-elected as director on April 30, 2014. He joined Ernst & Young Singapore as an audit trainee in 1961. He was admitted as a partner in 1975 and subsequently became a senior partner of Ernst & Young Singapore until his retirement in 1999. His clients ranged from large public-listed bluechip companies with extensive overseas operations in Asia (including China) as well as multinational corporations dealing in various industries such as food and drinks, oil and gas, building and construction, and materials supplies and technology. Mr. Ho has also served on the board of another public listed company in Singapore for three years as well as a statutory board in Singapore. He is currently the managing director of his own consultancy company in Singapore. Mr. Ho was admitted as a fellow of the Institute of Chartered Accountants in England and Wales in 1979 and, a fellow of the Association of Certified Accountants in 1980. Mr. Ho has obtained his Association of Chartered Certified Accountants qualification in the UK in 1966 and his Institute of Chartered Accountant in England and Wales qualification in 1968.

Save as disclosed above, Mr. Ho is not connected with any Directors, senior management or substantial shareholder or controlling shareholder of the Company and did not hold any directorship in any other listed companies on the SEHK and SGX-ST and any other stock exchange during the three years preceding the date of this Circular.

As at the Latest Practicable Date, Mr. Ho was deemed to be interested in 300,000 Shares pursuant to Part XV of the SFO, representing approximately 0.11% of the Company's entire issued share capital.

Mr. Ho was appointed as an independent non-executive Director on 28 May 2004. Mr. Ho entered into an appointment letter with the Company on 5 December 2011 (which supersedes and substitutes the original appointment letter, if any) for an initial term for three years from the date of listing of the Shares on the Main Board of SEHK (i.e. 21 December 2011), and may be terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Ho is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Bye-laws of the Company. Mr. Ho last retired and was re-elected as independent non-executive Director at the Company's annual general meeting held on 30 April 2014.

As at the Latest Practicable Date, Mr. Ho is entitled to an annual Director's fee of US\$51,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions, subject to the approval by Shareholders at the forthcoming AGM.

Pursuant to Code Provision A.4.3 of the Corporate Governance Code (Appendix 14 to the Listing Rules), further appointment of an independent non-executive Director who has served for more than nine years should be subject to a separate resolution to be approved by the Shareholders. The Board has taken into account the need for progressive refreshing of the Board on a regular basis.

Mr. Ho has served as an independent non-executive Director of the Company for more than nine years. The Board considers that Mr. Ho continues to be independent according to the guidelines as set out in Rule 3.13 of the Listing Rules and he is not connected with any of the Directors, chief executive or substantial shareholder or controlling shareholder of the Company, nor does he have any relationship with the Company, its related companies or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment with a view to the best interests of the Company. The Board recommends to the Shareholders to re-elect Mr. Ho as an independent non-executive Director for the reasons that the Company is principally engaged in the design, development, manufacture and distribution of analytical instruments, life science equipment and laboratory instruments, and Mr. Ho is familiar with the business of the Company and his ability to exercise independence of judgment in relation to the Company's affairs, which continue to be of significant benefit to the Company.

As far as the Directors are aware, there is no information of Mr. Ho to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Ho's appointment that need to be brought to the attention of the Shareholders.

(2) Mr. Seah Kok Khong, Manfred ("Mr. Seah") *(Independent Non-Executive Director)*

Mr. Seah, aged 54, is the lead independent non-executive Director. He was appointed to the Board in February 14, 2007. Mr. Seah has more than 20 years of investment banking and direct investments experience in Asia. He is presently the Group Chief Financial Officer of SMRT Corporation Ltd. ("**SMRT**"). Prior to SMRT, Mr. Seah served for 10 years as Group Chief Operating Officer of WhiteRock Group - a regional investment group based in Singapore that invested primarily in medical device technologies. From 1996 to 2000, he served as the Founder-CEO of a Philippines based investments and securities firm funded by a major Singapore corporation and before that, Mr. Seah has held senior corporate finance positions at two leading investment banks that had conducted corporate finance activities in the Asian region. Mr. Seah graduated with first honors for his Bachelor of Science degree in Mathematics from the University of London in 1984 and obtained his Master of Business Administration from London Business School in 1992. He is a qualified chartered accountant and has been admitted as a fellow of the Institute of Chartered Accountants in England and Wales.

Save as disclosed above, Mr. Seah is not connected with any Directors, senior management or substantial shareholder or controlling shareholder of the Company and did not hold any directorship in any other listed companies on the SEHK and SGX-ST and any other stock exchange during the three years preceding the date of this Circular.

As at the Latest Practicable Date, Mr. Seah did not have any interests in the Shares.

Mr. Seah was appointed as an independent non-executive Director on 14 February 2007. Mr. Seah entered into an appointment letter with the Company on 5 December 2011 (which supersedes and substitutes the original appointment letter, if any) for an initial term for three years from the date of listing of the Shares on the Main Board of SEHK (i.e. 21 December 2011), and may be terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Seah is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Bye-laws of the Company. Mr. Seah last retired and was re-elected as independent non-executive Director at the Company's annual general meeting held on 30 April 2013.

As at the Latest Practicable Date, Mr. Seah is entitled to an annual Director's fee of US\$46,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions, subject to the approval by Shareholders at the forthcoming AGM.

Pursuant to Code Provision A.4.3 of the Corporate Governance Code (Appendix 14 to the Listing Rules), further appointment of an independent non-executive Director who has served for more than nine years should be subject to a separate resolution to be approved by the Shareholders. The Board has taken into account the need for progressive refreshing of the Board on a regular basis.

Mr. Seah has served as an independent non-executive Director of the Company for more than nine years. The Board considers that Mr. Seah continues to be independent according to the guidelines as set out in Rule 3.13 of the Listing Rules and he is not connected with any of the Directors, chief executive or substantial shareholder or controlling shareholder of the Company, nor does he have any relationship with the Company, its related companies or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment with a view to the best interests of the Company. The Board recommends to the Shareholders to re-elect Mr. Seah as an independent non-executive Director for the reasons that the Company is principally engaged in the design, development, manufacture and distribution of analytical instruments, life science equipment and laboratory instruments, and Mr. Seah is familiar with the business of the Company and his ability to exercise independence of judgment in relation to the Company's affairs, which continue to be of significant benefit to the Company.

As far as the Directors are aware, there is no information of Mr. Seah to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Seah's appointment that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Techcomp (Holdings) Limited (the “**Company**”) will be held at 10:00 a.m., on Friday, 29 April 2016 at Meeting Room 330, Level 3, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 and at any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the directors’ report and the audited consolidated financial statements of the Company for the financial year ended 31 December 2015 together with the auditors’ report thereon. **(Resolution 1)**
2. To declare a first and final dividend of HK\$0.028 per ordinary share in respect of the financial year ended 31 December 2015. **(Resolution 2)**
3. To re-elect Ho Yew Yuen, a director retiring by rotation pursuant to Bye-law 104 of the Bye-laws of the Company, as independent non-executive director of the Company. **(Resolution 3)**

*Mr. Ho Yew Yuen will, upon re-election as an independent non-executive director of the Company, remain as Chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee and will be considered independent for the purposes of Rule 3.13 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**SEHK**”).*

4. To re-elect Mr. Seah Kok Khong, Manfred, a director retiring by rotation pursuant to Bye-law 104 of the Bye-laws of the Company, as independent non-executive director of the Company. **(Resolution 4)**

Mr. Seah Kok Khong, Manfred will, upon re-election as an independent non-executive director of the Company, remain as Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee and will be considered independent for the purposes of Rule 3.13 of the Listing Rules.

5. To approve the payment of directors’ fees of US\$142,000 for the financial year ended 31 December 2015, to be paid quarterly in arrears, at the end of each calendar quarter (2014: US\$153,000). **(Resolution 5)**
6. To appoint Deloitte Touche Tohmatsu as the Company’s new auditors due to the retirement of Deloitte & Touche LLP and to authorise the directors of the Company (the “**Directors**”) to fix their remuneration. **(Resolution 6)**

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

7. SHARE ISSUE MANDATE

“That authority be and is hereby given to the Directors to:

- (A) (i) offer, allot and issue shares of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise, and/or
- (ii) make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below) at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty percent (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”)) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Shares;
- (iii) and that such authority shall, unless revoked or varied by the Company in general meeting by ordinary resolution, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier; and

NOTICE OF ANNUAL GENERAL MEETING

- (iv) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST and the SEHK from time to time and the provisions of the Listing Manual and the Listing Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST or the SEHK (as the case may be)), all applicable legal requirements under the Companies Act (Chapter 50 of Singapore) (the “**Singapore Companies Act**”) and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and otherwise, the Bye-Laws for the time being of the Company and the applicable laws of Bermuda.”

See Explanatory Note (i and ii)

(Resolution 7)

By Order of the Board
Techcomp (Holdings) Limited
Sin Sheung Nam, Gilbert
Joint Company Secretary

Hong Kong, 30 March 2016

Explanatory Notes to Resolutions to be passed –

- (i) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of the AGM until the date of the next annual general meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty percent (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a pro rata basis.
- (ii) **IMPORTANT: Notwithstanding the passing of the Ordinary Resolution 7 proposed in item 7 above, the Company shall from time to time comply with the relevant requirements under the Listing Rules in relation to the issuance of securities, in particular Rules 7.19(6) and 13.36 thereof.**

IMPORTANT: Please read notes below.

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. In order to be valid, the form of proxy, together with the 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 lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Singapore Shareholders) not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
6. A Depositor (as defined in the SFA) whose name appears in the Depository Register (as defined in the SFA) and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his/her behalf, or if such Depositor is a corporation, should complete the attached CDP form of proxy and lodge the same at the office of the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Singapore Shareholders) not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
7. The register of members of the Company will be closed from Thursday, 28 April 2016 to Friday, 29 April 2016, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the meeting, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m., Wednesday, 27 April 2016 (for Hong Kong Shareholders), or with the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 for registration not later than 5:00 p.m., Wednesday, 27 April 2016 (for Singapore Shareholders).
8. The register of members of the Company will be closed on Monday, 9 May 2016, during which period no transfer of shares will be registered. In order to establish entitlements to the proposed final dividend, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m., Friday, 6 May 2016 (for Hong Kong Shareholders), or with the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 for registration not later than 5:00 p.m., Friday, 6 May 2016 (for Singapore Shareholders).

Personal Data Privacy

9. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.