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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

DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF THE ASSETS

THE ACQUISITION

The Board wishes to announce that on 9 October 2014, Techcomp (Europe) Limited (the Purchaser), a wholly owned subsidiary of the Company, entered into an Asset Acquisition Agreement with Bruker Corporation (the Seller), pursuant to which the Purchaser conditionally agreed to acquire the Assets from the Seller and the Seller conditionally agreed to sell the Assets to the Purchase at a total cash consideration of approximately US\$13.5 million (equivalent to approximately HK\$105.3 million) payable to the Seller.

LISTING RULES IMPLICATIONS

As at the date of this announcement, as the applicable percentage ratio calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction of the Company under the requirements of Chapter 14 of the Listing Rules.

The principal terms of the Asset Acquisition Agreement are as follows:

THE ASSET ACQUISITION AGREEMENT

Date

9 October 2014

Parties

Purchaser: Techcomp (Europe) Limited, a wholly owned subsidiary of the Company

Seller: Bruker Corporation

To the best knowledge, information and belief of the Directors after making all reasonable enquiries, none of the Directors are in any way materially interested in the Acquisition. The Seller and its ultimate beneficial owner are independent of the Group and its connected persons.

Assets to be acquired

The Purchaser has agreed to acquire and the Seller has agreed to sell the Assets in relation to the business of GC and GC-SQ-MS products. The Assets mainly consist of the inventories, intellectual property, trademark, licenses and other assets related to the manufacture and sales of the Business. Bruker's GC-TQ-MS products are not part of the transaction and Bruker Corporation is continuing its GC-TQ-MS business.

Basis of Consideration

Upon completion of the Acquisition, the Purchaser will pay to the Seller approximately US\$13.5 million (equivalent to approximately HK\$105.3 million) as the consideration for the Acquisition. The Consideration for the Acquisition was determined after arm's length negotiations between the parties after taking into account its customers and suppliers base and relationship, product development and technical know-how and its net book value of the tangible assets of the Assets. The net book value of the tangible assets of the Assets was approximately US\$14 million (equivalent to approximately HK\$109.2 million) as at 9 October 2014.

The Company intends to finance the consideration of the Acquisition from proceeds raised by the subscription (reference is made to the announcement of the Company dated 9 October 2014 in relation to the subscription of new shares of the Company) and internal resources.

Conditions and Completion of the Acquisition

The Acquisition is subject to certain conditions, among others, the representations and warranties confirmed by the Seller and the Purchaser respectively and all other related ancillary agreements duly signed by both parties.

The completion of the Acquisition is expected to take place on or before 31 October 2014 (or such other date(s) as agreed between the Purchaser and the Seller).

Reasons for the Acquisition

The Group is principally engaged in the manufacture and distribution of analytical instruments, life science equipment and laboratory instruments for a broad range of chemical analysis and life science applications.

In line with the Group's business strategy to expand our market in Europe, Asia and North America, the Acquisition is an opportunity to enable the Group to expand its presence in Europe, Asia and North America and in the business of development, manufacture and sale of GC and GC-SQ-MS products. All these are expected to contribute to greater efficiency and returns. The Acquisition will also allow the Company to acquire complimentary technology as well as leverage on the brand equity of "Scion", which is beneficial to the future business development of the Group.

The Directors (including the independent non-executive Directors) consider that the terms for the Asset Acquisition Agreement were negotiated on an arm's length basis and are on normal commercial terms, and the terms thereof are fair and reasonable and are in the interests of the Group and Shareholders as a whole.

Information of the Seller

Bruker Corporation (NASDAQ: BRKR) with its headquarters in Billerica, Massachusetts, United States of America is a leading provider of high-performance scientific instruments and solutions for molecular and materials research, as well as for in vitro diagnostics, industrial and applied analysis.

Implications under the Listing Rules

As at the date of this announcement, as the applicable percentage ratio calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Assets”	the assets listed in the paragraph headed “Assets to be acquired” above in this announcement
“Acquisition”	the acquisition of the Assets of the Seller by the Purchaser pursuant to the Asset Acquisition Agreement
“Asset Acquisition Agreement”	the asset acquisition agreement entered into between the Purchaser and the Seller on 9 October 2014
“Board”	the board of Directors
“Business”	the business of GC and GC-SQ-MS products managed and operated by the Seller at the date of this announcement
“Company”	Techcomp (Holdings) Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange and The Singapore Exchange Securities Trading Limited
“Director(s)”	the director(s) of the Company
“GC”	the Gas Chromatograph
“GC-SQ-MS”	the Gas Chromatography Mass Spectrometry Single-Quad
“GC-TQ-MS”	the Gas Chromatography Mass Spectrometry Triple-Quad
“Group”	the Company and its subsidiaries
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange

“Purchaser”	Techcomp (Europe) Limited, a wholly owned subsidiary of the Company
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	US dollars, the lawful currency of the US
“Seller”	Brucker Corporation., a corporation incorporated in Delaware, the United States of America (NASDAQ: BRKR)

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

Hong Kong, 9 October 2014

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

**For identification purpose only*