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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)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE ANNUAL REPORT OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2013

References are made to (i) the announcements of Techcomp (Holdings) Limited (the “**Company**”) dated 9 September 2013, 23 September 2013 and 2 October 2013 (collectively, the “**Announcements**”) in relation to, among the other things, the Placing; and (ii) the annual report of the Company for the financial year ended 31 December 2013 published on 27 March 2014 (the “**Annual Report**”). Unless otherwise defined, capitalised terms used herein shall bear the same meanings as defined in the Announcements.

PLACING OF UNLISTED WARRANTS UNDER GENERAL MANDATE

As disclosed in the Announcements, the Company entered into the Placing Agreement with the Placing Agent on 9 September 2013, pursuant to which the Company conditionally agreed to grant and the Placing Agent agreed to procure not less than six Placees to subscribe for up to 46,500,000 Warrants, on a best effort basis, at the Placing Price of HK\$0.01 per Warrant. The net placing price per Warrant, after deduction of relevant expenses, is approximately HK\$0.0044.

Each Warrant carries the right to subscribe for one Warrant Share at the Subscription Price of HK\$3.00 per Warrant Share (subject to adjustment pursuant to the Instrument), which represents: (i) a premium of approximately 15.8% over the closing price of HK\$2.59 per Share as quoted on the Stock Exchange on the Last Trading Day; (ii) a premium of approximately 16.3% over the average of the closing prices of HK\$2.58 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the Last Trading Day; (iii) a premium of approximately 16.3% over the average of the closing prices of HK\$2.58 per Share as quoted on the Stock Exchange of for the last ten consecutive trading days immediately preceding the Last Trading Day. The Warrant Shares, when issued and fully paid, will rank *pari passu* in all respects with the existing issued Shares as at the date of allotment.

Assuming the full exercise of the subscription rights attaching to the Warrants, the total net funds to be raised, including the funds raised by the Placing, are approximately HK\$139,703,000. The net price to the Company of each Warrant, which is calculated by dividing the aggregate net proceeds from the Placing and the exercise of the subscription rights attaching to the Warrants by the total number of the Warrants, is approximately HK\$3.004.

All conditions set out in the Placing Agreement have been fulfilled and the Placing was completed on 2 October 2013 whereby a total of 46,500,000 Warrants have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price (not including legal expenses) of HK\$0.01 per Warrant.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Placees, if applicable, and their respective ultimate beneficial owner(s), is independent of, not connected with, and not acting in concert with, the Company or any director(s), chief executive(s) or substantial shareholder(s) of the Company or any of its subsidiaries or their respective associates and the requirements of Rules 803 and 812 of the SGX Listing Manual have been complied with.

The proceeds from Placing of HK\$203,000, net of Placing expenses of HK\$262,000, were recorded in the Annual Report as a component of shareholders' equity in warrant reserve, which will be used as the general working capital of the Group. Any additional proceeds from the issue of the Warrant Shares upon the exercise of the subscription rights attaching to the Warrants in the future up to a maximum amount of approximately HK\$139,500,000 at the Subscription Price of HK\$3.00 per Warrant will also be applied as the general working capital and as funds for future development of the Group.

As disclosed in the Annual Report, no Warrants were exercised (i) during the year and (ii) subsequent to the end of the reporting period as at 20 March 2014, the date of the Annual Report.

The Directors consider that the issue of the Warrants to the Placees would attract the requisite funding for general working capital and future development of the Group and would provide the Group with an opportunity to raise further funds when the Placees exercise the subscription rights attaching to the Warrants. In view of the above, the Directors consider that the Placing is an appropriate method of raising further funds for the Company in the circumstances and that the terms of the Placing Agreement which have been arrived at after arm's length negotiations between the Company and the Placing Agent are fair and reasonable and the Placing Agreement is in the interests of the Company and the Shareholders as a whole.

The above additional information does not affect other information contained in the Annual Report and, save as disclosed in this announcement, the remaining contents of the Annual Report remain unchanged.

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

Hong Kong, 5 August 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*