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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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 proxy form to the purchaser or to the stockbroker or to the bank or to the agent through whom you effected the sale 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.

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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)**

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

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A notice convening the AGM (as defined herein) of the Company to be held at Meeting Room 332, Level 3, Suntec Singapore International Convention & Exhibition Centre, on Wednesday, 30 April 2014 at 9:30 a.m. (or any adjournment thereof) is set out on pages 10 to 12 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (to be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) (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 forth-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

27 March 2014

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## DEFINITIONS

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*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 332, Level 3, Suntec Singapore International Convention & Exhibition Centre on Wednesday, 30 April 2014 at 9:30 a.m. (or any adjournment thereof)
“AGM Notice”	the notice convening the AGM as set out on pages 10 to 12 of this Circular
“associate(s)”	has the meaning ascribed to this term under Rule 1.01 of the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company currently in force
“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
“Director(s)”	the director(s) of the Company, including non-executive directors of the Company
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 March 2014, 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
“SEHK”	The Stock Exchange of Hong Kong Limited
“SGX-ST”	The Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary share(s) of US\$0.05 each in the share capital of the Company

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## DEFINITIONS

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“Share Issue Mandate”	the Share Issue Mandate granted to the Directors at the annual general meeting of the Company on 30 April 2013 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 to be issued other than on a pro rata basis to Shareholders of the Company shall not exceed 20% of total number of issued Shares (excluding treasury shares)
“Shareholder(s)”	the holder(s) of the Share(s)
“S\$”	Singapore dollars, the lawful currency of Singapore
“treasury share(s)”	a share of the Company that was or is treated as having been acquired and held by the Company and has been held continuously by the Company since it was so acquired and has 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

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## LETTER FROM THE BOARD

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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)**

*Executive Directors*

Mr. Lo Yat Keung  
Mr. Chan Wai Shing  
Mr. Xu Guoping

*Registered Office*

Canon's Court, 22 Victoria Street  
Hamilton HM 12, Bermuda

*Independent non-executive Directors*

Mr. Ho Yew Yuen  
Mr. Seah Kok Khong, Manfred  
Mr. Teng Cheong Kwee

*Head Office and place of business in Hong Kong  
under Part XI of the Companies Ordinance*

6/F., Mita Center  
552-566 Castle Peak Road  
Kwai Chung  
Kowloon  
Hong Kong

27 March 2014

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, AND  
GENERAL MANDATE TO ISSUE NEW SHARES  
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 and the renewal of the Share Issue Mandate.

**2. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Bye-law 104 of the Bye-laws, Mr. Lo Yat Keung and Mr. Ho Yew Yuen 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 nos. 2 and no. 3 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 of this Circular.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 3. RENEWAL OF SHARE ISSUE MANDATE

An ordinary resolution as set out in ordinary resolution no. 6 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. 6 ) 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. 6 , of which the aggregate number of Shares to be issued other than on a pro rata basis to Shareholders (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this ordinary resolution no. 6 ) shall not exceed 20% of the total number of issued Shares (excluding treasury shares) in the share 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. 6 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. 6 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, the Share Issue Mandate will expire at the conclusion of the Company's AGM, or at the expiration of the period within which the Company is required by the rules of the SEHK or the SGX-ST or any applicable laws of Hong Kong 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. Going forward, notwithstanding the grant of Share Issue Mandate, the Company will comply with the requirements under the Listing Rules or the Listing Manual for matters relating to the Share Issue Mandate, whichever is more onerous.

Subject to the passing of the resolution no. 6 in the AGM Notice for the approval of the renewal of the Share Issue Mandate, the aggregate number of Shares 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 232,500,000 Shares in issue. Subject to the passing of the resolutions for the approval of the renewal of the Share Issue Mandate on the basis that no further Shares are 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 46,500,000 Shares. The grant of Share Issue Mandate will provide flexibility to the Directors to issue new Shares when it is in the interest of the Company.

### 4. DIRECTORS' RECOMMENDATION

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

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

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## LETTER FROM THE BOARD

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### 5. AGM

The AGM, notice of which is circulated with this Circular, to be convened and held at Meeting Room 332, Level 3, Suntec Singapore International Convention & Exhibition Centre, on Wednesday, 30 April 2014 at 9.30 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without any modifications, the resolutions in relation to the re-election of retiring Directors and the grant of the Share Issue Mandate.

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of 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.

### 6. 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 proxy form 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong (to be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) (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 proxy form by a Shareholder does not preclude him 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 proxy form will be deemed to be revoked.

### 7. 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 constitute full and true disclosure of all material facts about the re-election of retiring directors, and general mandate to issue new shares, the Company and its subsidiaries, 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 the Circular in its proper form and context.

### 8. 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 any resolutions to be proposed at the AGM. Your attention is drawn to the information set out in Appendix of this Circular.

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

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. Lo Yat Keung (“Mr. Lo”) (*President and Executive Director*)**

Mr. Lo, aged 55, is the President, an executive Director and the founder of the Group. Techcomp Limited was incorporated by Mr. Lo in January 1991. Mr. Lo was appointed to the Board and nominated as President of the Company on 9 February 2004. He is responsible for the overall management and operations of the Group and for charting and reviewing the corporate directions and strategies. He is also responsible for making plans for the future development and growth of the Group; considering and implementing changes in the Group’s organizational structure and maintaining and developing good relations with the governmental agencies and public figures of any country which the Group has or will have operations therein. With over 20 years of experiences in the life science research and equipment industry, he has been instrumental in the growth of the Group. Mr. Lo graduated with a Bachelor of Science from the Chinese University of Hong Kong in 1981 and obtained a Master in Business Administration from the same university in 1986.

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

As at the Latest Practicable Date, Mr. Lo was deemed to be interested in 112,456,500 Shares, representing approximately 48.37% of the Company’s entire issued share capital. Mr. Lo entered into a service agreement with the Company pursuant to which he agreed to act as the executive Director for an initial term of three years with effect from 26 January 2004, and which shall automatically continue from year to year upon expiry of its term, unless either of the parties thereto notifies the other party by giving not less than six months notice in writing provided that the Company shall have the option to pay salary in lieu of any required period of notice. Mr. Lo is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. Lo is entitled to an annual salary of US\$172,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions. Pursuant to the said service contract, Mr. Lo shall be entitled to management bonus in such sum as the Board may in its absolute discretion decide.

As far as the Directors are aware, there is no information of Mr. Lo 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. Lo that need to be brought to the attention of the Shareholders.

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

Mr. Ho, aged 70, is one of the independent non-executive Directors. He was appointed to the Board on 28 May 2004. 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 until his retirement in 1999. His clients ranged from large public-listed blue chip 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 for six years. 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. He 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.

Mr. Ho is Chairman of the Audit Committee and a member of the Nomination and Remuneration Committees. Save as disclosed above, Mr. Ho is not connected with any directors, senior management or substantial shareholders of the Company and did not hold any directorships in any other listed companies on the SEHK or the SGX-ST or 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, representing approximately 0.13% 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 3 years from the date of listing of the shares of the Company 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.

As at the Latest Practicable Date, Mr. Ho is entitled to an annual Director's fee of US\$55,000 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 9 years should be subject to a separate resolution to be approved by shareholders.

Pursuant to Guideline 2.4 of the Singapore Corporate Governance Code, the independence of any director who has served on the Board beyond nine years from the date of his first appointment should be subject to particularly rigorous review. 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 9 years. The Board considers that Mr. Ho continues to be independent 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 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 that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

## 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 Meeting Room 332, Level 3, Suntec Singapore International Convention & Exhibition Centre on Wednesday, 30 April 2014 at 9:30 a.m. 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 2013 together with the auditors’ report thereon. **(Resolution 1)**
2. To re-elect Mr. Lo Yat Keung, a director retiring by rotation pursuant to Bye-law 104 of the Bye-laws of the Company, as director of the Company. **(Resolution 2)**
3. To re-elect Mr. Ho Yew Yuen, a director retiring by rotation pursuant to Bye-law 104 of the Bye-laws of the Company, as director of the Company. **(Resolution 3)**

*Mr. Ho Yew Yuen will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Nomination and Remuneration Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited (the “Listing Manual”) and Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).*

4. To approve the payment of directors’ fees of US\$153,000 for the financial year ended 31 December 2013, to be paid quarterly in arrears, at the end of each calendar quarter (2012: US\$129,000). **(Resolution 4)**
5. To re-appoint Deloitte & Touche LLP as the Company’s Auditors and to authorise the directors of the Company (the “Directors”) to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an AGM.

### 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 of the Company (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,

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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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, continue in force until the conclusion of the next AGM 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
- (iv) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST and The Stock Exchange of Hong Kong Limited (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**”), the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) 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 6)**

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

Hong Kong, 27 March 2014

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## NOTICE OF ANNUAL GENERAL MEETING

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Explanatory Notes to Resolutions to be passed –

- (i) The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next AGM, 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 6 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.**

*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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (to be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) (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.
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 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 Singapore Companies Act) whose name appears in the Depository Register (as defined in Section 130A of the Singapore Companies Act) and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the attached CDP proxy form 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 Tuesday, 29 April 2014 to Wednesday, 30 April 2014, 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 AGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (to be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) for registration not later than 4:30 p.m., Monday, 28 April 2014 (for Hong Kong Shareholders), or with the Company's Singapore Share Transfer Agent, M&C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 for registration not later than 5:00 p.m., Monday, 28 April 2014 (for Singapore Shareholders).