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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)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is published pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Techcomp (Holdings) Limited (the “**Company**”) has published an announcement regarding “Approval in-principle of the SGX-ST for the listing of the shares to be issued upon exercise of the unlisted warrants” on the website of the Singapore Exchange Securities Trading Limited on 23 September 2013, the full text of which is set out on the next page for information purpose only.

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

Hong Kong, 23 September 2013

*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 purposes only*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities, including Shares and Warrants in the Company.*

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**APPROVAL IN-PRINCIPLE OF THE SGX-ST FOR THE LISTING OF THE  
SHARES TO BE ISSUED UPON EXERCISE OF THE UNLISTED  
WARRANTS**

Reference is made to the announcement dated 9 September 2013 (the “**Placing Announcement**”) of Techcomp (Holdings) Limited (the “**Company**”) in relation to the warrants placement exercise being undertaken by the Company. Unless the context otherwise requires, capitalised terms used and not defined herein shall bear the same meanings as defined in the Placing Announcement.

The Directors are pleased to announce that the Company has on 23 September 2013 received the in-principle approval of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing and quotation of the new Shares to be allotted and issued by the Company (the “**Issue**”) upon exercise of the subscription rights attaching to the Warrants (the “**Warrant Shares**”) subject to the following conditions:

- (a) Compliance with the SGX-ST's listing requirements;
- (b) A written undertaking from the Company that it will comply with Listing Rule 704(30) and Listing Rule 1207(2) in relation to the use of the proceeds from the proposed placement and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report;
- (c) A written confirmation from the Company and the Placing Agent that they will comply with Listing Rule 803;
- (d) A written undertaking from the Placing Agent that it will ensure that Company will comply with Listing Rule 803;
- (e) A written confirmation from the Company that it will not place the Warrants to persons prohibited under Rule 812(1) of the Listing Manual;
- (f) A written confirmation from the Company that the terms of the warrant issue do not permit revision of the exercise price/ratio in any form, other than in compliance with Listing Rule 829(1);

- (g) A written undertaking from the Company to announce any adjustment made pursuant to Listing Rule 829(1);
- (h) A written undertaking from the Company that it will comply with Listing Rule 831; and
- (i) A written confirmation from the Placing Agent that the Warrants will not be placed out to persons under Listing Rule 812(1) of the Listing Manual.

The in-principle approval of the SGX-ST is not to be taken as an indication of the merits of the Issue, the Warrant Shares, the Company and/or its subsidiaries.

Completion of the issue of the Warrants is subject to the Listing Committee of the Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Warrant Shares either unconditionally or subject to such conditions to which both the Company and the Placing Agent shall reasonably accept, and such permission and listing not subsequently being revoked or withdrawn prior to Completion.

By order of the Board  
**Techcomp (Holdings) Limited**  
**Lo Yat Keung**  
*Chairman*

Hong Kong, 23 September 2013