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

ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2012

The board of directors (the "Board") of Techcomp (Holdings) Limited (the "Company") is pleased to announce the consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the quarter ended 31 December 2012 and the full year ended 31 December 2012 together with the comparative figures for the quarter and the full year ended 31 December 2011 as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		3 months ended 31 December			**12 months ended 31 December**		
		2012	**2011**	**Change**	**2012**	**2011**	**Change**
	Note	*US$'000*	*US$'000*	*%*	*US$'000*	*US$'000*	*%*
Revenue	3	50,940	58,950	(13.6)	157,670	154,102	2.3
Cost of sales		(39,382)	(41,561)	(5.2)	(114,559)	(107,453)	6.6
Gross profit		11,558	17,389	(33.5)	43,111	46,649	(7.6)
Other operating income (expenses)		1,878	(1,582)	NM	1,676	(2,638)	NM
Distribution costs		(3,449)	(2,217)	55.6	(14,669)	(12,133)	20.9
Administrative expenses		(8,803)	(6,450)	36.5	(25,729)	(22,238)	15.7
Share of results of an associate		20	(147)	NM	(163)	(285)	(42.8)
Finance costs	4	(349)	(225)	55.1	(1,348)	(721)	87.0
Profit before income tax		855	6,768	(87.4)	2,878	8,634	(66.7)
Income tax expense	5	(259)	(148)	75.0	(359)	(356)	0.8
Profit for the period / year	6	596	6,620	(91.0)	2,519	8,278	(69.6)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

	Note	3 months ended 31 December 2012	3 months ended 31 December 2011	Change	12 months ended 31 December 2012	12 months ended 31 December 2011	Change
	Note	*US$'000*	*US$'000*	*%*	*US$'000*	*US$'000*	*%*
Other comprehensive income							
- exchange differences arising on translation of foreign operations		(116)	598	NM	(611)	1,507	NM
- share of exchange reserve of an associate		(13)	7	NM	2	15	(86.7)
Other comprehensive (expense) income for the period / year, net of tax		(129)	605	NM	(609)	1,522	NM
Total comprehensive income for the period / year		467	7,225	(93.5)	1,910	9,800	(80.5)
Profit for the period / year attributable to:							
Owners of the Company		819	6,609	(87.6)	3,194	8,399	(62.0)
Non-controlling interests		(223)	11	NM	(675)	(121)	457.9
		596	6,620	(91.0)	2,519	8,278	(69.6)
Total comprehensive income attributable to:							
Owners of the Company		665	7,113	(90.7)	2,596	9,782	(73.5)
Non-controlling interests		(198)	112	NM	(686)	18	NM
		467	7,225	(93.5)	1,910	9,800	(80.5)
Earnings per share (US cents)	8						
- Basic					1.37	3.61	
- Diluted					1.33	3.51	

NM: Not meaningful

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December

	Note	**2012**	**2011**
		US$'000	*US$'000*
Non-current assets			
Properties, plant and equipment	10	13,230	12,292
Goodwill		1,839	512
Intangible assets		5,003	6,059
Available-for-sale investments		534	534
Deferred tax asset		88	208
Interest in an associate		223	384
Total non-current assets		20,917	19,989
Current assets			
Inventories		32,125	32,000
Trade and other receivables	11	68,668	65,918
Income tax recoverable		161	196
Investments carried at fair value through profit or loss		-	557
Amount due from an associate		2,771	754
Cash and bank balances		17,015	8,515
Total current assets		120,740	107,940
Current liabilities			
Trade and other payables	12	23,012	27,379
Liabilities for trade bills discounted with recourse		5,015	1,266
Income tax payable		1,025	748
Amounts due to non-controlling interests		-	1,244
Bank borrowings and overdrafts	13	30,312	26,875
Total current liabilities		59,364	57,512
NET CURRENT ASSETS		61,376	50,428
TOTAL ASSETS LESS CURRENT LIABILITIES		82,293	70,417
Non-current liabilities			
Bank borrowings	13	16,796	4,071
Deferred tax liabilities		234	360
Total non-current liabilities		17,030	4,431
		65,263	65,986
Capital and reserves			
Share capital	14	11,625	11,625
Reserves		50,779	51,597
Equity attributable to owners of the Company		62,404	63,222
Non-controlling interests		2,859	2,764
		65,263	65,986

STATEMENT OF FINANCIAL POSITION
As at 31 December

Company

	Note	**2012** *US$'000*	**2011** *US$'000*
Non-current asset			
Subsidiaries		23,632	24,854
Current liability			
Other payables		76	1,287
NET CURRENT LIABILITY		(76)	(1,287)
		23,556	23,567
Capital and reserves			
Share capital	14	11,625	11,625
Reserves		11,931	11,942
		23,556	23,567

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December

	2012	2011
	US$'000	*US$'000*
Operating activities		
Profit before income tax	2,878	8,634
Adjustments for:		
Depreciation of properties, plant and equipment	1,456	1,223
Interest income	(15)	(26)
Finance costs	1,348	721
Net loss on disposal of properties, plant and equipment	7	1
Allowance for doubtful debts	412	294
Amortisation of intangible assets	1,866	1,526
Gain on disposal of investments carried at fair value through profit or loss	(13)	-
Share of results of an associate	163	285
Share-based payment expenses	434	751
Intangible asset written off	598	-
Loss in fair value changes of investments carried at fair value through profit or loss	-	118
Operating cash flows before movements in working capital	9,134	13,527
Inventories	(1,123)	(7,200)
Trade and other receivables	(2,641)	(22,943)
Amount due from an associate	(2,012)	(36)
Trade and other payables	(6,191)	2,882
Trade bills discounted with recourse	3,749	459
Cash generated from (used in) operations	916	(13,311)
PRC Enterprises income tax refunded (paid)	32	(241)
Hong Kong profits tax refunded (paid)	4	(62)
Tax paid in other jurisdictions	(105)	(228)
Net cash from (used in) operating activities	847	(13,842)
Investing activities		
Product development costs paid	(1,335)	(1,515)
(Advances) repayment from non-controlling interests	(1,244)	693
Acquisition of a subsidiary	(1,131)	-
Purchase of properties, plant and equipment	(503)	(621)
Proceeds on disposal of investments carried at fair value through profit or loss	570	-
Interest received	15	26
Proceeds from disposal of properties, plant and equipment	13	1
Net cash used in investing activities	(3,615)	(1,416)
Financing activities		
Proceeds from bank borrowings	119,386	82,653
Repayment of bank borrowings	(103,440)	(75,035)
Dividends paid	(1,848)	(1,890)
Acquisition of non-controlling interests in subsidiaries	(1,402)	-
Interest paid	(1,348)	(721)
Dividends paid to non-controlling interests	-	(206)
Net cash from financing activities	11,348	4,801
Net increase (decrease) in cash and cash equivalents	8,580	(10,457)
Cash and cash equivalents at beginning of the year	7,298	16,813
Effect of foreign exchange rate changes	52	942
Cash and cash equivalents at end of the year	15,930	7,298
Cash and cash equivalents comprised:		
Cash and bank balances	17,015	8,515
Bank overdrafts	(1,085)	(1,217)
	15,930	7,298

STATEMENTS OF CHANGES IN EQUITY

Group

	Share capital	Share premium	Contributed surplus	Merger reserve(a)	Currency translation reserve	Legal reserves(b)	Capital reserve(c)	Equity reserve(d)	Share Option Reserve	Retained Earnings	Attributable to owners of the Company	Non-controlling Interests	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*
At 1 January 2011	11,625	8,099	394	(4,112)	2,484	274	3,003	(37)	589	32,260	54,579	2,952	57,531
Total comprehensive income for the year	-	-	-	-	1,383	-	-	-	-	8,399	9,782	18	9,800
Dividends paid	-	-	-	-	-	-	-	-	-	(1,890)	(1,890)	(206)	(2,096)
Share-based payments expenses	-	-	-	-	-	-	-	-	751	-	751	-	751
Effect of lapsed share options	-	-	-	-	-	-	-	-	(15)	15	-	-	-
At 31 December 2011	11,625	8,099	394	(4,112)	3,867	274	3,003	(37)	1,325	38,784	63,222	2,764	65,986
Total comprehensive income (expense) for the year	-	-	-	-	(598)	-	-	-	-	3,194	2,596	(686)	1,910
Acquisition of a non-wholly owned subsidiary	-	-	-	-	-	-	-	-	-	-	-	183	183
Effect of acquisition of non-controlling interests in subsidiaries	-	-	-	-	-	-	-	(2,000)	-	-	(2,000)	598	(1,402)
Dividends paid	-	-	-	-	-	-	-	-	-	(1,848)	(1,848)	-	(1,848)
Share-based payment expenses	-	-	-	-	-	-	-	-	434	-	434	-	434
Transfer	-	-	-	-	-	214	-	-	-	(214)	-	-	-
At 31 December 2012	11,625	8,099	394	(4,112)	3,269	488	3,003	(2,037)	1,759	39,916	62,404	2,859	65,263

Notes:

(a) Merger reserve represents the difference between the combined share capital of the entities in the merged group and the capital of the Company arising from a restructuring exercise undertaken in 2004.

(b) The legal reserves is non-distributable and represents reserve fund and enterprise expansion fund of a subsidiary in the People's Republic of China ("PRC") that can be used to offset prior years' losses or convert into capital, provided such conversion is approved by a resolution at a shareholders' meeting.

(c) Capital reserve represents a transfer of retained earnings by a PRC subsidiary in 2004.

(d) Equity reserve represents effects of changes in ownership interests in subsidiaries when there is no change in control.

STATEMENTS OF CHANGES IN EQUITY

Company

	Share capital	Share premium	Contributed surplus	Share option reserve	Retained earnings	Total
	US$'000	*US$'000*	*US$'000*	*US$'000*	*US$'000*	*US$'000*
At 1 January 2011	11,625	8,099	394	589	6,207	26,914
Total comprehensive expense for the year	-	-	-	-	(2,208)	(2,208)
Dividend paid	-	-	-	-	(1,890)	(1,890)
Share-based payment expense	-	-	-	751	-	751
Effect of lapsed share options	-	-	-	(15)	15	-
At 31 December 2011	11,625	8,099	394	1,325	2,124	23,567
Total comprehensive income for the year	-	-	-	-	1,403	1,403
Dividend paid	-	-	-	-	(1,848)	(1,848)
Share-based payment expense	-	-	-	434	-	434
At 31 December 2012	11,625	8,099	394	1,759	1,679	23,556

NOTES TO FINANCIAL STATEMENTS

1 General Information

The Company was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda on 26 January 2004. The Company's registered office is situated at Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda. Its principal place of business in Hong Kong is located at 6th Floor, Mita Center, 552–566 Castle Peak Road, Kwai Chung, Kowloon, Hong Kong. The Company's shares have been listed on the Main Board of the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the Main Board of The Stock Exchange of Hong Kong Limited (the "SEHK") since 12 July 2004 and 21 December 2011 respectively.

The Company is an investment holding company. The principal activities of the Group are design, manufacture and distribution, of analytical and laboratory instruments and life science equipment.

2 Basis of preparation and principal accounting policies

The Group has applied the same accounting policies and methods of computation in the financial statements for the current financial year compared with those of the audited financial statement for the year ended 31 December 2011.

In the current financial year, the Group has adopted all the new and revised International Accounting Standards ("IAS") and International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board and the Interpretations thereof issued by the International Financial Reporting Standards Interpretations Committee ("IFRS IC") that are relevant to its operations and effective for annual periods beginning on or after 1 January 2012. The adoption of these new/revised Standards and Interpretations does not result in changes to the Group's and Company's accounting policies and has no material effect on the amounts reported for the current or prior years except as disclosed below:

Amendments to IFRS 7 Disclosures - Transfers of Financial Assets

The Group has applied the amendments to IFRS 7 Disclosure - Transfers of Financial Assets in the current year. The amendments increase the disclosure requirements for transactions involving the transfer of financial assets in order to provide greater transparency around risk exposures when financial assets are transferred.

In the current year, the Group discounted certain bill receivables to bank for cash. If the bill receivables are not paid at maturity, the bank has the right to request the Group to pay the unsettled balance. As the Group has not transferred the significant risks and rewards relating to these trade receivables, it continues to recognise the full carrying amount of the receivables and has recognised the cash received on the transfer as a secured borrowings.

At the date of authorisation of these financial statements, the following Standards and Interpretations that are relevant to the Group and the Company were issued but not effective:

- IFRS 9 *Financial Instruments* [3]
- IFRS 10 *Consolidated Financial Statements* [1]
- IFRS 11 *Joint Arrangements* [1]
- IFRS 12 *Disclosure of Interests in Other Entities* [1]
- IFRS 13 *Fair Value Measurement* [1]
- Amendments to IFRS 7 *Disclosure - Offsetting Financial Assets and Financial Liabilities* [1]
- Amendments to IFRS 9 and IFRS 7 *Mandatory Effective Date of IFRS 9 and Transition Disclosures* [3]
- Amendments to IFRS 10, IFRS 11 and IFRS 12 *Consolidation Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance* [1]
- IAS 27 (as revised in 2011) *Separate Financial Statements* [1]
- IAS 28 (as revised in 2011) *Investments in Associates and Joint Ventures* [1]
- Amendments to IAS 32 *Offsetting Financial Assets and Financial Liabilities* [2]

[1] Effective for annual periods beginning on or after 1 January 2013.
[2] Effective for annual periods beginning on or after 1 January 2014.
[3] Effective for annual periods beginning on or after 1 January 2015.

The management anticipates that the adoption of the above IFRSs, IASs and amendments to IFRS in future periods will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption except for the following:

2 Basis of preparation and principal accounting policies (continued)

IFRS 9 Financial Instruments

IFRS 9 issued in November 2009 introduces new requirements for the classification and measurement of financial assets. IFRS 9 amended in October 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

Key requirements of IFRS 9 are described as follows:

- IFRS 9 requires all recognised financial assets that are within the scope of IAS 39 "*Financial instruments: Recognition and measurement*" to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

- The most significant effect of IFRS 9 regarding the classification and measurement of financial liabilities relates to the accounting for changes in fair value of a financial liability (designated as at fair value through profit or loss) attributable to changes in the credit risk of that liability. Specifically, under IFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was recognised in profit or loss.

IFRS 9 is effective for annual periods beginning on or after 1 January 2015 with earlier application permitted.

In the opinion of the directors, based on the Group's financial instruments as at December 31, 2012, the application of IFRS 9 will affect the classification and measurement of the available-for-sale instruments but do not expect the application of IFRS 9 will have a material effect on the financial liabilities and other financial assets of the Group.

New and revised standards on consolidation, joint arrangements, associates and disclosures

In May 2011, a package of five standards on consolidation, joint arrangements, associates and disclosure was issued, including IFRS 10, IFRS 11, IFRS 12, IAS 27 (as revised in 2011) and IAS 28 (as revised in 2011).

Key requirements of these five standards are described below.

IFRS 10 replaces the parts of IAS 27 *Consolidated and Separate Financial Statements* that deal with consolidated financial statements. SIC-12 *Consolidation -Special Purpose Entities* will be withdrawn upon the issuance of IFRS 10. Under IFRS 10, there is only one basis for consolidation that is control. In addition, IFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. Extensive guidance has been added in IFRS 10 to deal with complex scenarios.

IFRS 11 replaces IAS 31 *Interests in Joint Ventures*. IFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. SIC-13 *Jointly Controlled Entities - Non-monetary Contributions by Venturers* has been withdrawn upon the issuance of IFRS 11. Under IFRS 11, joint arrangements are classified as joint operations or joint ventures, depending on the rights and obligations of the parties to the arrangements. In contrast, under IAS 31, there are three types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations.

In addition, joint ventures under IFRS 11 are required to be accounted for using the equity method of accounting, whereas jointly controlled entities under IAS 31 can be accounted for using the equity method of accounting or proportionate accounting.

2 Basis of preparation and principal accounting policies (continued)
New and revised standards on consolidation, joint arrangements, associates and disclosures (continued)

IFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in IFRS 12 are more extensive than those in the current standards.

In June 2012, the amendments to IFRS 10, IFRS 11, and IFRS 12 were issued to clarify certain transitional guidance on the application of these IFRSs for the first time.

These five standards together with the amendments regarding the transition guidance are effective for annual period beginning on or after 1 January 2013, with earlier application permitted provided all of these standards are applied at the same time. Management anticipates that the application of these five standards will have significant impact on amounts reported in the consolidated financial statements. A detailed review will be performed by the management to quantify the impact on the application of IFRS 10.

IFRS 13 Fair Value Measurement

IFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of IFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in IFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under IFRS 7 Financial Instruments: Disclosures will be extended by IFRS 13 to cover all assets and liabilities within its scope.

IFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted. The management anticipates that the application of the new standard may affect certain amounts reported in the consolidated financial statements and result in more extensive disclosures in the consolidated financial statements

Amendments to IAS 32 Offsetting Financial Assets and Financial Liabilities
and amendments to IFRS 7 Disclosures - Offsetting Financial Assets and Financial Liabilities

The amendments to IAS 32 clarify existing application issues relating to the offset of financial assets and financial liabilities requirements. Specifically, the amendments clarify the meaning of "currently has a legally enforceable right of set-off" and "simultaneous realisation and settlement".

The amendments to IFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement.

The amendments to IFRS 7 are effective for annual periods beginning on or after 1 January 2013 and interim periods within those annual periods. The disclosures should also be provided retrospectively for all comparative periods. However, the amendments to IAS 32 are not effective until annual periods beginning on or after 1 January 2014, with retrospective application required.

The directors anticipate that the application of these amendments to HKAS 32 and HKFRS 7 may result in more disclosures being made with regard to offsetting financial assets and financial liabilities in the future.

3 Revenue and segment information

The Group is organised into two operating divisions - distribution and manufacturing. These are also the divisions that the Group's chief operating decision maker focused on for the purpose of resource allocation and assessment of segment performance.

Principal activities of each reportable operating segment are as follows:

Distribution - distribution of analytical and laboratory instruments and life science equipment; and

Manufacturing - the design and manufacture of analytical and laboratory instruments and life science equipment.

Information regarding the Group's reportable segments is presented below.

Segment revenues and results

	Distribution	Manufacturing	Total
	US$'000	*US$'000*	*US$'000*
For the year ended 31 December 2012			
REVENUE	110,873	46,797	157,670
RESULTS			
Segment result	1,137	1,890	3,027
Unallocated results			(149)
Profit before income tax			2,878
Income tax expense			(359)
Profit for the year			2,519
For the year ended 31 December 2011			
REVENUE	106,006	48,096	154,102
RESULTS			
Segment result	6,737	5,107	11,844
Unallocated results			(3,210)(1)
Profit before income tax			8,634
Income tax expense			(356)
Profit for the year			8,278

Note: (1) Included listing expense of US$2,809,000

Segment assets, liabilities and other information

	Distribution	Manufacturing	Total
At 31 December 2012			
ASSETS			
Segment assets	89,625	48,256	137,881
Unallocated assets			3,776
Consolidated assets			141,657
LIABILITIES			
Segment liabilities	61,071	14,065	75,136
Unallocated liabilities			1,258
Consolidated total liabilities			76,394
OTHER INFORMATION			
Capital expenditure	571	1,629	2,200
Depreciation and amortisation	129	3,193	3,322
Finance costs	1,316	32	1,348
Interest income	(5)	(10)	(15)

3 Revenue and segment information (continued)

	Distribution	Manufacturing	Total
	US$'000	*US$'000*	*US$'000*
At 31 December 2011			
ASSETS			
Segment assets	80,242	45,054	125,296
Unallocated assets			2,633
Consolidated assets			127,929
LIABILITIES			
Segment liabilities	46,128	13,463	59,591
Unallocated liabilities			2,352
Consolidated total liabilities			61,943
OTHER INFORMATION			
Capital expenditure	60	2,076	2,136
Depreciation and amortisation	230	2,519	2,749
Finance costs	670	51	721
Interest income	(9)	(17)	(26)

Geographical information

The Group operates principally in People's Republic of China ("PRC"), Hong Kong, Macau, Singapore, India, France and Switzerland.

(a) Revenue from external customers by country, based on location of customers is detailed below for the year ended 31 December

	2012	2011
	US$'000	*US$'000*
PRC (including Hong Kong & Macau)	123,949	120,711
India	6,871	6,351
Indonesia	5,457	4,751
France	6,594	7,909
Switzerland	6,588	7,181
Others(1)	8,211	7,199
Total	157,670	154,102

(b) At 31 December, non-current assets (excluding available-for-sale investments and deferred tax assets) be geographic location, based on location of assets are detailed below:

	2012	2011
	US$'000	*US$'000*
PRC (including Hong Kong & Macau)	10,017	9,420
France	1,392	1,786
Switzerland	6,625	7,092
The United States of America	2,211	-
Others(2)	50	949
Total	20,295	19,247

Notes:

(1) "Others'' include Europe (other than France and Switzerland), the United States of America, Japan, Pakistan, South Asia, Middle East and Australia.

(2) "Others'' include Singapore, India, Austria and United Kingdom.

3 Revenue and segment information (continued)

Breakdown of turnover for the year ended 31 December

	2012	2011	Change
	US$'000	*US$'000*	*%*
Revenue reported for first half year	68,232	60,811	12.2
Operating profit after tax before deducting non-controlling interests reported for first half year	1,127	604	86.6
Revenue reported for second half year	89,438	93,291	(4.1)
Operating profit after tax before deducting non-controlling interests reported for second half year	2,067	7,795	(73.5)

4 Finance costs

	2012	2011
	US$'000	*US$'000*
Interest on bank borrowings:		
- wholly repayable within 5 years	1,289	658
- not wholly repayable within 5 years	59	63
	1,348	721

5 Income tax expenses

	2012	2011
	US$'000	*US$'000*
Current tax:		
Hong Kong Profits Tax	-	28
PRC Enterprise Income Tax	30	90
Others	288	306
	318	424
(Over) under provision of current tax in prior years:		
Hong Kong Profits Tax	(2)	-
PRC Enterprise Income Tax	1	22
Others	-	33
	(1)	55
Deferred tax	42	(167)
Withholding tax paid for distributed profit of a PRC subsidiary	-	44
Income tax expense for the year	359	356

The income tax expense for the Group is calculated at the respective statutory tax rates prevailing in the relevant jurisdictions.

Hong Kong and Singapore income tax are calculated at 16.5% and 17% of the estimated assessable profit for the year respectively.

PRC Enterprise Income Tax is calculated at the applicable tax rate at 25% in accordance with the relevant laws and regulations in the PRC.

6 Profit for period / year

Profit for the 3 months and 12 months ended 31 December 2012 has been arrived at after charging (crediting) the following:

	3 months ended 31 December			12 months ended 31 December		
	2012	2011	Change	2012	2011	Change
	US$'000	*US$'000*	*%*	*US$'000*	*US$'000*	*%*
Listing expenses	-	1,673	NM	-	2,809	NM
Amortisation of intangible assets (included in administrative expenses)	629	473	33.0	1,866	1,526	22.3
Depreciation of properties, plant and equipment	623	374	66.6	1,456	1,223	19.1
Net foreign exchange (gain) loss	(1,640)	213	NM	(1,217)	537	NM
Interest income	(7)	(1)	600.0	(15)	(26)	(42.3)
Finance costs	349	225	55.1	1,348	721	87.0
Intangible asset written off	598	-	NM	598	-	NM
Allowance for doubtful debts	446	294	51.7	412	294	40.1
Gain on disposal of investments carried at fair value through profit or loss	-	-	NM	(13)	-	NM
Loss in fair value changes of investments carried at fair value through profit or loss	-	-	NM	-	118	NM

7 Dividends

In 2011, the Company declared and paid a final dividend of S$0.01 (US$0.0083) per ordinary share totaling US$1,890,000 out of accumulated profits in respect of the financial year ended December 31, 2010.

In 2012, the Company declared and paid a final dividend of HK$0.062 (US$0.0079) per ordinary share totaling US$1,848,000 out of accumulated profits in respect of the financial year ended December 31, 2011.

In respect of the year ended 31 December 2012, no dividend is proposed by the directors of the Company.

8 Earnings per share

The calculation of the basic and diluted earnings per share attributable to the ordinary owners of the Company is based on the following data:

	2012	2011
	US$'000	*US$'000*
Profit for the year attributable to owners of the Company	3,194	8,399

	Number of shares	
	'000	
Number of ordinary shares for the purpose of calculating basic earnings per share	232,500	232,500
Add: Effect of dilutive potential ordinary shares relating to outstanding share options issued by the Company	6,907	6,739
Weighted average number of ordinary shares for the purpose of diluted earnings per share	239,407	239,239

The calculation of diluted earnings per share takes into account on the effects of employee share options granted up to the end of the reporting year.

9 Net asset value

	Group		Company	
	2012	2011	2012	2011
	US cents	*US cents*	*US cents*	*US cents*
Net asset value per ordinary share capital at the end of the financial year	26.8	27.2	10.1	10.1

The net asset value per share as at 31 December 2012 is computed using the number of shares in issue of 232,500,000 shares (31 December 2011: 232,500,000 shares) as at that date.

10 Additions to properties, plant and equipment

During the year, the Group incurred US$503,000 (31 Dec 2011: US$621,000) on acquisition of properties, plant and equipment.

11 Trade and other receivables

	2012	2011
	US$'000	*US$'000*
Trade receivables and bills receivables	59,487	62,074
Less: Allowance for doubtful debts	(2,129)	(1,764)
	57,358	60,310
Trade bills receivable discounted with recourse	5,015	1,266
Prepayments	2,482	1,447
Other receivables	3,813	2,895
	68,668	65,918

The Group allows credit period of 30 to 90 days to its trade customers. The aging of trade receivables and bills receivables, net of allowance for doubtful debts, presented based on the invoice date at the end of the reporting period, is as follows:

	2012	2011
	US$'000	*US$'000*
0 to 90 days	37,032	45,986
91 to 120 days	4,035	1,713
121 to 365 days	10,904	7,652
1 year to 2 years	4,349	4,161
Over 2 years	1,038	798
	57,358	60,310

12 Trade and other payables

	2012	2011
	US$'000	*US$'000*
Trade payables	15,651	18,575
Accruals	2,320	1,981
Customer deposits	2,426	3,298
Other payables	2,615	3,525
	23,012	27,379

The Group normally receives credit terms of 30 to 75 days from its suppliers. The aging of trade payables, presented based on the invoice date at the end of the reporting period, is as follows:

	2012	2011
	US$'000	*US$'000*
0 to 60 days	11,149	14,297
61 to 180 days	2,870	3,073
181 to 365 days	1,161	1,037
Over 365 days	471	168
	15,651	18,575

13 Bank borrowings and overdrafts

	2012	2011
	US$'000	*US$'000*
Trust receipt loans	17,980	19,506
Other bank loans	24,046	5,797
Mortgage loan	3,997	4,426
Bank overdrafts	1,085	1,217
	47,108	30,946
Secured (Mortgage loan)	3,997	4,426
Unsecured	43,111	26,520
	47,108	30,946
Carrying value repayable*:		
On demand or within one year	27,354	23,287
Between one to two years	6,612	219
Between two to five years	6,916	511
Over five years	3,268	3,341
	44,150	27,358
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	2,958	3,588
	47,108	30,946
Less: Amount due within one year shown under current liabilities	(30,312)	(26,875)
	16,796	4,071

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

13 Bank borrowings and overdrafts (continued)

Amount repayable in one year or less, or on demand

As at 31 Dec 2012		As at 31 Dec 2011	
Secured	Unsecured	Secured	Unsecured
US$'000	US$'000	US$'000	US$'000
597	29,715	936	25,939

Amount repayable after one year

As at 31 Dec 2012		As at 31 Dec 2011	
Secured	Unsecured	Secured	Unsecured
US$'000	US$'000	US$'000	US$'000
3,400	13,396	3,490	581

Details of any collateral

The Group has pledged its leasehold land and buildings with a total net book value of US$5,245,000 (31 December 2011: US$5,282,000) to certain banks to secure bank facilities granted to the Group.

14 Share Capital

	Group and Company			
	2012	**2011**	**2012**	**2011**
	Number of ordinary shares of US$0.05 each		*US$'000*	*US$'000*
Authorised:	800,000,000	800,000,000	40,000	40,000
Issued and paid up:				
At beginning and at end of the year	232,500,000	232,500,000	11,625	11,625

The Company has one class of ordinary shares which carry no right to fixed income.

15 Share option

The Company has two share option schemes, as follows:

Share Option Scheme I

On 28 May 2004, the Company adopted the Share Option Scheme ("2004 Share Option Scheme"). The purpose of the 2004 Share Option Scheme was a share incentive scheme and was established to recognize and acknowledge the contributions that the eligible participants have or may have made to the Company. The 2004 Share Option Scheme will provide the eligible participants with an opportunity to have a personal stake in the Company with a view to motivate the eligible participants to optimize their performance efficiency for the benefit of the Company. The 2004 Share Option Scheme is administered by the Remuneration Committee.

The number of outstanding share options under the 2004 Share Option Scheme as at 31 December 2012 is 21,835,000 (31 December 2011: 21,835,000). No further option will be granted under the 2004 Share Option Scheme upon the listing of the Company on the Stock Exchange of Hong Kong Limited on 21 December 2011.

Share Option Scheme II

On 9 June 2011, the Company adopted the share option scheme ("2011 Share Option Scheme"). The purpose of the 2011 Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Group, and to encourage eligible participants to perform their best in achieving goals of the Group.

The 2011 Share Option Scheme is administered by the Remuneration Committee.

The options that are granted under the 2011 Share Option Scheme may have exercise prices that are the higher of (I) the closing price of the Shares as stated in the daily quotations sheet issued by the SEHK or the SGX-ST (whichever is higher) on the Offer Date, which must be a business day; and (II) the average closing price of the Shares as stated in the daily quotations sheets issued by the SEHK or the SGX-ST for the five consecutive business days immediately preceding the Offer Date (whichever is higher).

Directors (including non-executive directors and independent directors) and employees of the Group are eligible to participate in the 2011 Share Option Scheme.

Where the options are granted to controlling shareholders and their associates, (a) the aggregate number of Shares available to controlling shareholders and their associates shall not exceed 25% of the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2011 Share Option Scheme; (b) the aggregate number of Shares available to each controlling shareholder or his associate shall not exceed 10% of the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2011 Share Option Scheme ; (c) the separate approval of independent shareholders is obtained for each participant in respect of his participation and the number of Shares comprise in the options to be granted to him and the terms.

The number of shares comprised in any option to be offered to a participant in the 2011 Share Option Scheme shall be determined at the absolute discretion of the Remuneration Committee.

No options have been granted under the 2011 Share Option Scheme since its adoption date.

16 Contingent liabilities

As at 31 December 2012 and 31 December 2011, the Group had no material contingent liabilities.

17 Event after reporting

Subsequent to the reporting period, the Group entered into sales and purchase agreements to acquire 100% of equity interests in a company incorporated in England and Wales at a cash consideration of GBP3,200,000 (equivalent to approximately US$4,960,000). Up to the date of approval of the announcement, the acquisition has not yet been completed.

BUSINESS REVIEW

For the year ended 31 December 2012 ("FY 2012"), our revenue for the distribution business increased by 4.6% to US$110.9 million from US$106.0 million for the year ended 31 December 2011 ("FY 2011") mainly due to the increase in revenue in PRC. Despite the growth in revenue for the distribution business in FY2012, the segment results from distribution business decreased 83.1% to US$1.1 million from US$ 6.7 million in FY2011 due to lower gross margin for the year arising from the lower selling price of our distribution products and the increase in operating expenses in PRC.

Revenue for the manufacturing business decreased 2.7% to US$46.8 million for the year ended 31 December 2012 from US$48.1 million for the year ended 31 December 2011. The decrease in revenue was mainly attributable to the decrease in sales by US$1.9 million in European markets. The segment results from the manufacturing business decreased 63.0% to US$1.9 million in FY2012 from US$5.1 million in FY2011. This resulted from the lower sales and reduced selling price in the European market and increase in product development costs.

During the year, the Company acquired the remaining 20% interests in Precisa and a 56% interest in IXRF, a company incorporated in United States of America. These acquisitions are expected to enhance operational synergy for our manufacturing business.

The profit attributable to the owners of the Company was US$3.2 million for FY2012, representing a decrease of 62.0% as compared with US$8.4 million in FY2011. The decrease was mainly attributable to the decrease in gross profit margin by 2.9 percentage points and the higher operating expenses as a result of the increase in business related activities.

MANAGEMENT DISCUSSION AND ANALYSIS

Statement of Comprehensive Income

Revenue

Revenue in FY2012 increased by 2.3% to US$157.7 million from US$154.1 million in FY 2011. The increase was mainly attributed to the increase in revenue from the distribution business by US$4.9 million, which was partially offset by the decreases in revenue from the manufacturing business by US$1.3 million. Revenue in 2012Q4 decreased by 13.6% to US$50.9 million mainly due to the decrease in revenue from the distribution business as the sales of Japanese products in PRC was adversely affected by the tense Sino-Japan relations during the fourth quarter of 2012.

Cost of sales

Cost of sales in FY2012 increased by 6.6% to US$114.6 million from US$107.5 million in FY 2011. The increase was mainly due to the increase in cost of finished products for the distribution business. Costs of sales in 2012Q4 decreased by 5.2% to US$39.4 million from US$41.6 million in 2011Q4..

Gross profit and gross profit margin

Gross profit in FY2012 decreased by 7.6% to US$43.1 million from US$46.7 million in FY2011 resulting from the decline in gross profit margin. The overall gross profit margin achieved in FY2012 decreased by 3.0 percentage points to 27.3% compared with 30.3% in FY2011, primarily due to more pricing support for the promotion of the Group's products in Europe and the distribution of Japanese products in 2011Q4. As a result, the gross profit margin decreased to 22.7% for 2012Q4 when compared to 29.5% for the corresponding period.

Other operating income (expenses)

Other operating income amounted to US$1.7 million in FY2012 included a net exchange gains of US$1.2 million for the year compared to there were other operating expenses of US$2.6 million incurred in FY2011. In FY2011, US$2.8 million was incurred in connection with the Company's dual primary listing of its shares in the SEHK and, a net foreign exchange loss of US$0.5 million.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Distribution costs

Distribution costs in FY2012 increased by 20.9% to US$14.7 million and that for in 2012Q4 increased by 55.6% to US$3.5 million, due to the increase in the sales and marketing activities and the expansion of sales and service team during the period, especially in PRC and United States of America.

Administrative expenses

Administrative expenses in FY2012 increased by US$3.5 million or 15.7% to US$25.7 million from US$22.2 million in FY2011. Higher of expenses were mainly due to the increase in depreciation and amortisation, product development costs, and impairment of intangible assets amounting to US$ 0.7 million, US$ 0.6 million and US$ 0.6 million respectively.

Finance costs

Finance costs in FY2012 increased by 87.0% to US$1.3 million and 55.1% to US$0.3 million in 2012Q4, mainly due to the higher average balances of bank borrowings and interest rates during the period.

Profit for the year

In view of the above, the profit for the year attributable to owners of the Company decreased by US$5.2 million from US$8.4 million in FY2011 to US$3.2 million in FY2012.

Statement of Financial Position

Properties, plant and equipment

Properties, plant and equipment comprise leasehold properties, machinery and equipment, furniture and fixtures and motor vehicles. The balance increased by US$0.9 million from US$12.3 million as at 31 December 2011 to US$13.2 million as at 31 December 2012 mainly due to the reclassification of inventories of US$1.4 million to properties, plant and equipment.

Intangible assets

Intangible assets comprise development costs incurred for the manufacture of analytical instruments and payments made to acquire technical know-how. The development costs and technical know-how have finite useful lives and are amortised on a straight line basis over their estimated useful lives. The balance decreased by US$1.1 million from US$6.1 million as at 31 December 2011 to US$5.0 million as at 31 December 2012 mainly due to the amortization of US$1.9 million and an amount of US$0.6 million written off , which was partially off-set by the additions of US$1.3 million during the year.

Inventories

Inventories increased by US$0.1 million from US$32.0 million as at 31 December 2011 to US$32.1 million as at 31 December 2012. The inventories include raw materials and finished goods held to meet the expected production and sales of our products.

Trade and other receivables

Trade and other receivables increased by US$2.8 million from US$65.9 million as at 31 December 2011 to US$68.7 million as at 31 December 2012 mainly due to the increase in trade bills receivable.

Trade and other payables

Trade and other payables decreased by US$4.4 million from US$27.4 million as at 31 December 2011 to US$23.0 million as at 31 December 2012 mainly due to less purchases in the last quarter of the year compared to that of the corresponding year.

Cash and bank balances

Cash and bank balances increased by US$8.5 million from US$8.5 million as at 31 December 2011 to US$17.0 million as at 31 December 2012 mainly due to the net cash inflow in operating and financing activities of US$0.8 million and US$11.3 million respectively, which were partially offset by the net cash outflow in investing activities of US$3.6 million.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2012, the Group's net current assets stood at US$61.4 million (31 December 2011: US$50.4 million), of which the cash and bank balances were US$17.0 million (31 December 2011: US$8.5 million). The Group's current ratio was 2.0 (31 December 2011: 1.9).

Total bank borrowings as at 31 December 2012 reached US$47.1 million (31 December 2011: US$30.9 million), which included US$12.8 million raised in 2012Q4 in preparation for fund for certain acquisitions and working capital purpose. The Group's gearing ratio stood at 72.2% as at 31 December 2012 (31 December 2011: 46.9%), which is calculated based on the Group's total interest-bearing debts over the total equity. The Group adopts centralized financing and treasury policies in order to ensure that group financing is managed efficiently. The Group also regularly monitors its liquidity requirements, its compliance with lending covenants and its relationship with bankers to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.

PROSPECTS (A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months)

Although the Sino-Japan relation remained uncertain, the management believes the Company's business performance in 2013 will not be further impaired unless this situation deteriorate further .

Since a significant portion of the group's distribution products are purchased in Japanese yen, the depreciation of Japanese Yen against USD will help to improve the Group's gross margin in its distribution business.

The demand for the Group's products in PRC and Asia remain promising and will continue to be the growth driver for the Group's revenue in 2013. Notwithstanding the weak trading conditions in European and U.S. market, the Company will continue to leverage on its low cost manufacturing base in the PRC to achieve cost efficiency and operational synergy for its operations the Group.

The recent acquisition of Edinburgh Instrument Limited in United Kingdom, a leading manufacturer of florescence spectroscopy, will further strengthen the Group's reputation and position in the scientific equipment industry. References are made to the announcements of the Company dated 21 February 2013 and 27 February 2013.

EMPLOYEES AND EMOLUMENT POLICY

As at 31 December 2012, there were 879 (31 December 2011: 882) employees in the Group. Staff remuneration packages are determined after consideration of market conditions and the performance of the individuals concerned, and are subject to review from time to time. The Group also provides other staff benefits including medical and life insurance, and grants discretionary incentive bonuses and share options to eligible staff based on their performance and contributions to the Group.

CLOSURE OF REGISTER OF MEMBERS IN RESPECT OF SHAREHOLDERS' ENTITLEMENT TO ATTEND THE ANNUAL GENERAL MEETING AND TO FINAL DIVIDEND

The Company would make separate announcements once the date for the closure of register of members of the Company is confirmed.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, there was no purchase, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities on the SEHK and SGX.

AUDIT COMMITTEE

The Audit Committee has reviewed the unaudited financial statements of the Group for the financial year ended 31 December 2012, including the review of the accounting principles and practices adopted by the Group, and has also discussed auditing, internal control and financial reporting matters. The Audit Committee has no disagreement with the accounting principles, treatments and practices adopted by the Group.

CORPORATE GOVERNANCE

The Company recognizes the importance of good corporate governance and accountability to shareholders. The Board believes that the Company and all its stakeholders can benefit from such practice and management culture. Therefore, the Company continuously reviews its corporate governance practice to comply, where applicable, with the principles and guidelines of Singapore's Code of Corporate Governance 2012 (the "Singapore Code") and the Code on Corporate Governance Practices (the "Hong Kong Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on the SEHK.

In the opinion of the Directors, the Company has complied with the applicable code provisions of the Hong Kong Code throughout the financial year ended 31 December 2012, except for a deviation from Code Provision A.2.1 of the Hong Kong Code which is explained below:

Accordingly to Code Provision A.2.1 of the Hong Kong Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Given the size of the Company's current business operations and nature of its activities, the Board is of the view that it is not necessary to separate the roles of the Chairman and Chief Executive Officer. In addition, three out of six directors are independent non-executive Directors, and each of the three Board Committees being chaired by an independent director and comprising members who are all independent directors. In view of this, the Board is of the opinion that there is an appropriate balance of power within the Board, and that there is no undue concentration of power and authority in a single individual. As such, the Company considers that sufficient measures have been taken to ensure the Company's corporate governance practices are in line with those in the Code.

HONG KONG CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board of the Company confirms, having made specific enquiries with all directors that during the financial year ended 31 December 2012, all members of the Board have complied with the required standards of the Model Code for Securities Transactions by Directors of Listed Issuer as set out in Appendix 10 of the SEHK listing rules.

AUDIT OR REVIEW OF THE FINANCIAL RESULTS

The results have not been audited or reviewed by the auditors.

FORECAST STATEMENT

No forecast statement has been previously disclosed to shareholders.

ANNUAL GENERAL MEETING

It is proposed that the annual general meeting of the shareholders of the Company will be held on a date to be fixed by the Board. Notice of annual general meeting will be published and despatched to the shareholders of the Company in due course.

DISCLOSURE ON THE WEBSITE OF THE EXCHANGES

This announcement shall be published on the websites of SGX, the SEHK and on the Company.

The annual report of the Company for the financial year ended 31 December 2012 will be dispatched to the Shareholders and published on the websites of the SGX, the SEHK and the Company in due course.

DISCLOSURE PURSUANT TO RULE 704(13) SGX LISTING MANUAL

Name	Age	Family relationship with any director and/or substantial shareholder	Current position and duties, and the year the position was held	Details of changes in duties and position held, if any, during the year
XU Song Hua	34	Daughter of XU Guo Ping, Executive Director	Group Operation Manager since 2010	NIL

DISCLOSURE PURSUANT TO RULE 920(1)(a)(ii) SGX LISTING MANUAL

No mandate from shareholders has been obtained for IPTs.

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

Hong Kong, 28 February 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 purpose only*