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TECHCOMP (HOLDINGS) LIMITED

天美（控股）有限公司*

(Incorporated in Bermuda with limited liability)

Hong Kong Stock Code: 1298

Singapore Stock Code: T43

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF 66% INTEREST IN THE TARGET COMPANY

The Board of the Company wishes to announce that on 21 February 2013, the Purchaser entered into the Share Purchase Agreements with individual Vendor to which the Purchaser has agreed to acquire, and each of the Vendors has agreed to sell, the Sale Equity Interest at the aggregate consideration of approximately GBP1,900,000 (equivalent to approximately USD2,945,000).

IMPLICATIONS OF THE LISTING RULES

As one or more of the applicable percentage ratios as defined in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Share Purchase Agreement is greater than 5% but less than 25%, the Share Purchase Agreement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements set out in Rule 14.34 of the Listing Rules.

SHARE PURCHASE AGREEMENT

Date

21 February 2013

Parties

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

Vendor(s): Ultimate shareholders of the Target Company, independent third parties

As at the date of this announcement, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Vendors and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Assets to be acquired

The Purchaser has agreed to acquire, and the Vendors have agreed to sell their individual Sale Equity Interest, representing a total of approximately 66% interest of total issued share capital of the Target Company.

Consideration

The consideration is in the sum of approximately GBP1,900,000 (equivalent to approximately USD2,945,000) and will be paid by the Purchaser to the Vendors in cash. The consideration shall be funded by internal and external resources of the Group.

Basis of consideration

The consideration was arrived at normal commercial terms after arm's length negotiations between each of the Vendors and the Purchaser after taking into account its customers and suppliers base and relationship, product development and technical know-how, its financial statements and position and growth prospect of the Target Company. The Board deems the consideration as fair and reasonable and in the interests of the Shareholders as a whole.

Conditions and Completion of the Acquisition

The completion of the Acquisition will take place upon fulfillment of the Purchaser obtaining the remaining shareholders' consent to the Acquisition. The Company will own approximately 66% equity interest in the Target Company and the financial results of the Target Company will be consolidated with the results of the Group.

Information of the Assets to be acquired

The Target Company is a company incorporated in England and Wales whose principal business is development, manufacture and distribution of a wide range of high technology products for the scientific research and industrial markets. Products include fluorescence spectrometers, lasers, gas detection and monitoring products.

The Target Company's net profit before and after tax for the year ended 31 March 2012 were approximately GBP438,000 (2011: GBP316,000) and approximately GBP457,000 (2011: GBP306,000) respectively. As at 31 March 2012, the net assets of the Target Company was approximately GBP2,404,000 (2011: GBP2,097,000).

Reasons for the Acquisition

In line with the Group's business strategy to expand into European market, the Acquisition is an opportunity to enable the Group to expand its presence in Europe and in the business of development, manufacture and sale of a wide range of high technology products. All these are expected to contribute to greater efficiency and returns. This acquisition will also allow Techcomp to acquire complimentary technology as well as leverage on the brand equity of Edinburgh Instruments Limited.

Techcomp has the intention to further acquire the remaining shares of the Target Company so that the Target Company will become a wholly-owned subsidiary of the Company.

The Directors (including the independent non-executive Directors) consider that the terms for the Shares Purchase Agreement is on normal commercial terms, and the terms thereof are fair and reasonable and are in the best interests of the Group and the Shareholders as a whole.

Implications under the Listing Rules

As one or more of the applicable percentage ratios as defined in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Share Purchase Agreement is greater than 5% but less than 25%, the Share Purchase Agreement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements set out in Rule 14.34 of the Listing Rules.

Relative figures under Rule 1006 of the Listing Manual

	Relative figures (%)
1006 (a) The net asset value of the assets to be disposed of, compared with the group's net asset value	N.A.
1006 (b) The net profits attributable to the assets acquired or disposed of, compared with the Group's net profits	2.6%
1006 (c) Aggregate value of consideration given or received, compared with the issuer's market capitalization based on the total number of issued shares	5.6%
1006 (d) The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	N.A.

As one or more of the relative figures as defined in Rule 1006 of the Listing Manual in respect of the transactions contemplated under the Share Purchase Agreement exceeds 5% but does not exceed 20%, the Share Purchase Agreement constitutes a discloseable transaction of the Company under Chapter 10 of the Listing Manual and is subject to the notification and announcement requirements set out in Rule 1010 of the Listing Manual.

Financial effects

The financial effects have been prepared on a pro forma basis using the latest audited consolidated financial statements of the Group for the financial year ended 31 December 2011, assuming that the Acquisition had been completed on 31 December 2011.

	Before Acquisition	After Acquisition
Number of shares issued ('000)	232,500	232,500
Net tangible assets (USD'000)	58,881	57,513
Net tangible assets per shares (US cents)	25.33	24.74
Net profit attributable to shareholders (USD'000)	8,399	8,844
Earnings per shares (US cents)	3.61	3.80

The above transaction is not expected to have any material financial impact on the consolidated net tangible assets per share and consolidated earnings per share of the Company and its Group for the current financial year ending 31 December 2013.

Interest of Directors and Controlling Shareholders

None of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the Acquisition, other than through their respective shareholdings in the Company.

No person is proposed to be appointed as a Director of the Company or any of its subsidiaries in connection with the Acquisition.

Documents for Inspection

A copy of the Agreement will be made available for inspection during normal business hours at the registered office of the Company for three months from the date of this announcement.

Definitions

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

“Acquisition”	the acquisition by Techcomp Europe of approximately 66% of the issued capital in the Edinburgh Instruments Limited from the Vendor pursuant to the Share Purchase Agreement
“Purchaser”	Techcomp (Europe) Limited, a wholly-owned subsidiary of the Company
“Board”	the board of Directors
“GBP”	British pound sterling, the lawful currency of the United Kingdom
“Company”	Techcomp (Holdings) Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange and the Singapore Exchange Securities Trading Limited
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Listing Manual”	listing rules of the Singapore Exchange Securities Trading Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Sale Equity Interest”	the shares of Target Company owned by Vendors
“Shareholders”	shareholders of the Company
“Share Purchase Agreement”	the shareholders’ agreement relating to Target Company entered into between the Vendors and the Purchaser
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Target Company”	Edinburgh Instruments Limited
“Techcomp Europe”	Techcomp (Europe) Limited, a wholly-owned subsidiary of the Company
“Vendor(s)”	ultimate shareholder(s) of Target Company, independent third parties

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

Hong Kong, 21 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.

Note: For reference purpose only, the conversion of GBP to US dollars is based on the exchange rate of GBP1.00 to USD1.55 in this announcement.

**For identification purpose only*