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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 Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Hong Kong on Monday, 30 April 2012 at 10:00 a.m.. The AGM is convened for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To receive and adopt the directors’ report and the audited accounts of the Company for the financial year ended 31 December 2011 together with the auditors’ report thereon.

**(Resolution 1)**

2. To declare a first and final dividend of HK\$0.062 per ordinary share in respect of the financial year ended 31 December 2011.

**(Resolution 2)**

3. To re-elect Mr. Chan Wai Shing, a director retiring by rotation pursuant to Bye-law 104 of the Bye-laws of the Company, as director of the Company.

**(Resolution 3)**

4. To re-elect Mr. Teng Cheong Kwee, a director retiring by rotation pursuant to Bye-law 104 of the Bye-laws of the Company, as director of the Company.

**(Resolution 4)**

*Mr Teng Cheong Kwee will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit and Nominating 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”).*

5. To approve the payment of Directors' fees of approximately US\$129,000 for the financial year ended 31 December 2011, to be paid quarterly in arrears, at the end of each calendar quarter (2010: US\$117,000).

**(Resolution 5)**

6. To re-appoint Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration.

**(Resolution 6)**

7. 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:

### **8. 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 (the "Shares") whether by way of rights, bonus or otherwise, and/or
- (ii) make or grant offers, agreements or options (collectively, "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; 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 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”) and the Companies Ordinance (Chapter 32 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 iii)

**(Resolution 7)**

## **9. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE SHARE OPTION SCHEME**

That authority be and is hereby given to the Directors to offer and grant options in accordance with the provision of the Share Option Scheme adopted by the Company pursuant to the ordinary resolution passed by the shareholders of the Company on 9 June 2011 (the “Share Option Scheme”) and to allot, issue or deal with from time to time such number of Shares in the Company as may be required to be allotted, issued or dealt with pursuant to the exercise of the options under Share Option Scheme, provided that the aggregate number of shares to be allotted, issued or dealt with pursuant to the options granted under the Share Option Scheme shall not, in aggregate exceed ten percent (10%) of the issued share capital of the Company (excluding treasury shares) from time to time.

See Explanatory Note (ii and iii)

**(Resolution 8)**

By Order of the Board

**Techcomp (Holdings) Limited**

**Sin Sheung Nam Gilbert**

*Joint Company Secretary*

Hong Kong, 27 March 2012

*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.*

Explanatory Notes to Resolutions to be passed -

- (i) The Ordinary Resolution 7 proposed in item 8 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) The Ordinary Resolution 8 proposed in item 9 above, if passed, will empower the Directors, to allot and issue shares in the Company of up to a number not exceeding in total ten percent (10%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the Share Option Scheme.

For the purpose of this Resolution, the total number of issued Shares (excluding treasury shares) is based on the Company's total number of issued Shares (excluding treasury shares) at the time this proposed Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when

this proposed Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- (iii) **IMPORTANT:** Notwithstanding the passing of the Ordinary Resolutions 7 and 8 proposed in items 8 and 9 above, the Company shall from time to time comply with the relevant requirements under the Listing Rules in relation to 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 (for Hong Kong Shareholders), or the Company's share transfer agent in Singapore, M&C Services Private Limited, at 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906 (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 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906 (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 Friday, 27 April 2012 to Monday, 30 April 2012, 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 for registration no later than 4:30 p.m., Thursday, 26 April 2012 (for Hong Kong Shareholders), or with the Company's Singapore Share Transfer Agent, M&C Services Private Limited, at 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906 for registration no later than 5:00 p.m., Thursday, 26 April 2012 (for Singapore Shareholders).
8. The register of members of the Company will be closed on Tuesday, 8 May 2012, during which date no transfer of Shares will be registered. In order to establish entitlements to the proposed final dividend, 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 for registration no later than 4:30 p.m., Monday, 7 May 2012 (for Hong Kong Shareholders), or with the Company's Singapore Share Transfer Agent, M&C Services Private Limited, at 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906 for registration no later than 5:00 p.m., Monday, 7 May 2012 (for Singapore Shareholders).

\* for identification purpose only