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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 17 JULY 2018

References are made to the circular (the “**Circular**”) and the notice of special general meeting (the “**SGM Notice**”) of Techcomp (Holdings) Limited (the “**Company**”) both dated 29 June 2018 in relation to, among other things, the CB Subscription Agreement, Supply Framework Agreements, the Service Agreements and the respective transactions contemplated thereunder, the Distribution In Specie, the amendment to the terms of the 2004 Share Option Scheme, and the amendment to the terms of the 2011 Share Option Scheme. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board of Directors of the Company is pleased to announce that all proposed ordinary resolutions referred to in the SGM Notice (the “**Resolutions**”, and each a “**Resolution**”) were duly passed by the Independent Shareholders attending and eligible to vote by way of poll at the special general meeting of the Company held on Tuesday, 17 July 2018 (the “**SGM**”).

The poll results of the SGM in respect of the Resolutions are as follows:

Ordinary Resolutions (<i>Note</i>)		Number of Votes (Approximate%)	
		For	Against
1.	To approve the terms of the CB Subscription Agreement and all transactions contemplated thereunder	59,996,227 (100%)	0 (0%)
2.	To approve the Distribution In Specie	59,996,227 (100%)	0 (0%)
3.	To approve the terms of the Supply Framework Agreement and all transactions contemplated thereunder	59,996,227 (100%)	0 (0%)
4.	To approve the terms of the Mr. Lo's Service Agreement and all transactions contemplated thereunder	59,996,227 (100%)	0 (0%)
5.	To approve the terms of the Mr. Chan's Service Agreement and all transactions contemplated thereunder	59,996,227 (100%)	0 (0%)
6.	To approve the amendment to the 2004 Share Option Scheme	54,683,227 (100%)	0 (0%)
7.	To approve the amendments to the 2011 Share Option Scheme	59,640,227 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of each of the above Resolutions, these Resolutions were duly passed.			

Note: The full texts of each Resolution referred to above were set out in the SGM Notice.

As at the date of the SGM, the total number of Shares in issue was 275,437,000 Shares.

The Offeror, the Vendors, Mr. Guo, their respective associates and parties acting in concert with any of them (which in aggregate, held 169,541,148 Shares, representing approximately 61.6% of the total issued share capital of the Company as at the date of the SGM) were required and had abstained from voting on the above Resolutions numbered 1, 2, 3, 4, 5, 6 and 7 at the SGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the above resolutions numbered 1, 2, 3, 4, 5, 6 and 7 at the SGM was 105,895,852 Shares.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the SGM as set out in Rule 13.40 of the Listing Rules and none of the Shareholders have stated their intention in the Circular to vote against the resolutions at the SGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services, was appointed as the scrutineer at the SGM for the purpose of vote-taking for Shareholders in Hong Kong and T S Tay Public Accounting Corporation, the external accountant of the Company was appointed as the scrutineer at the SGM for the purpose of vote-taking for Shareholders in Singapore.

WRITTEN CONSENTS FROM THE 2004 OPTIONHOLDERS AND THE 2011 OPTIONHOLDERS

As disclosed in the Circular, the proposed amendment to the terms of the 2004 Share Option Scheme is subject to written consents of such number of 2004 Optionholders who, if they exercised their 2004 Share Options in full, would be entitled to not less than three-quarters in nominal value of all the 2004 Scheme Shares which would be allotted upon the exercise in full of all outstanding 2004 Share Options (the “**Written Consents of such Number of 2004 Optionholders**”). The Directors have also taken a prudent approach to obtain written consents from such number of 2011 Optionholders who, if they exercised their 2011 Share Options in full, would be entitled to not less than three-quarters in nominal value of all the 2011 Scheme Shares, which would be allotted upon the exercise in full of all outstanding 2011 Share Options for approving the proposed amendments to the terms of the 2011 Share Option Scheme (the “**Written Consents of such Number of 2011 Optionholders**”). The Board of Directors of the Company is pleased to announce that the Company has obtained the Written Consents of such Number of 2004 Optionholders and the Written Consents of such Number of 2011 Optionholders.

WARNING: THE PRIVATECO OFFER AND THE LISTCO OFFERS ARE A POSSIBILITY ONLY. AS THE PRIVATECO OFFER AND THE LISTCO OFFERS WILL ONLY BE MADE AFTER COMPLETION OF THE DISTRIBUTION IN SPECIE AND THE SALE AND PURCHASE COMPLETION RESPECTIVELY, WHICH ARE SUBJECT TO A NUMBER OF CONDITIONS, EACH OF THE PRIVATECO OFFER AND THE LISTCO OFFERS MAY OR MAY NOT PROCEED. SHAREHOLDERS, OPTIONHOLDERS AND POTENTIAL INVESTORS ARE THEREFORE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY.

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

Hong Kong, 17 July 2018

As of the date of this announcement, the executive Directors of the Company are Mr. Lo Yat Keung (President), Mr. Chan Wai Shing and Mr. Christopher James O'Connor and the independent non-executive Directors of the Company are Mr. Ho Yew Yuen, Mr. Seah Kok Khong, Manfred and Mr. Teng Cheong Kwee.

The Directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

** For identification purpose only*