

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and the Singapore Exchange Securities Trading Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor is it a solicitation of any vote or approval in any jurisdiction.

**BAODI INTERNATIONAL
INVESTMENT COMPANY LTD**

包迪國際投資有限公司*
(Incorporated in the BVI with limited liability)

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)

**DESPATCH OF
THE LISTCO OFFER DOCUMENT
IN RELATION TO
UNCONDITIONAL MANDATORY CASH OFFERS BY
DELOITTE & TOUCHE CORPORATE FINANCE LIMITED
FOR AND ON BEHALF OF
BAODI INTERNATIONAL INVESTMENT COMPANY LTD
TO ACQUIRE ALL THE ISSUED SHARES IN
TECHCOMP (HOLDINGS) LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED BY
BAODI INTERNATIONAL INVESTMENT COMPANY LTD
AND ITS CONCERT PARTIES)
AND TO CANCEL ALL OUTSTANDING SHARE OPTIONS OF
TECHCOMP (HOLDINGS) LIMITED**

Financial Adviser to the Offeror

Deloitte. 德勤

Deloitte & Touche Corporate Finance Limited

Independent Financial Adviser to the Independent Board Committee

AMASSE CAPITAL
寶 積 資 本

References are made to (i) the joint announcements issued by Techcomp (Holdings) Limited (the “**Company**”), Baodi International Investment Company Ltd (the “**Offeror**”) and Circle Brown Limited (“**Circle Brown**”) on 24 April 2018, 15 May 2018, 15 June 2018, 22 June 2018, 1 August 2018 and 14 August 2018; (ii) the circular issued by the Company on 29 June 2018; and (iii) the composite offer and response document jointly issued by the Offeror and the Company on 21 August 2018 (the “**Listco Offer Document**”). Unless the context otherwise requires, terms used in this joint announcement shall have the same meanings as those defined in the Listco Offer Document.

DESPATCH OF THE LISTCO OFFER DOCUMENT

The Listco Offer Document (being the composite offer and response document) containing, among other things, (i) details of the Listco Offers (including the expected timetable); (ii) a letter from Deloitte Corporate Finance; (iii) a letter from the Board; (iv) a letter of advice from the Independent Board Committee to the Independent Shareholders and the Optionholders in relation to the Listco Offers; and (v) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Listco Offers, together with the relevant Form(s) of Acceptance, have been despatched to the Shareholders and Optionholders on Tuesday, 21 August 2018 in accordance with the Takeovers Code.

The Listco Offers commenced for acceptance on Tuesday, 21 August 2018 and the latest time and date for acceptance is at 4:00 p.m. on Tuesday, 11 September 2018 unless the Offeror revises or extends the Listco Offers in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable for the Listco Offers as set out below is indicative only and may be subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. Unless otherwise specified, all time and dates set out below refer to Hong Kong and Singapore times and dates.

Despatch date of the Listco Offer Document and
the accompanying Form(s) of Acceptance and
commencement date of the Listco Offers (*Note 1*) Tuesday, 21 August 2018

Latest time and date for acceptance of the
Listco Offers (*Note 2*) 4:00 p.m. on
Tuesday, 11 September 2018

Listco Offers Closing Date (*Note 2*) Tuesday, 11 September 2018

Announcement of the results of the Listco Offers

(or as to whether the Listco Offers have been revised or extended, if any) to be posted on the website of the Stock Exchange (with a copy made available on the SGX-ST's website at

<http://www.sgx.com>) (*Note 2*)no later than 7:00 p.m.

on Tuesday, 11 September 2018

Latest date of posting of remittances

for the amounts due under the Listco Offers

in respect of valid acceptances received on

or before the latest time for acceptance of

the Listco Offers (*Notes 3 and 4*) Thursday, 20 September 2018

Notes:

1. The Listco Offers, which are unconditional, are made on the date of posting of the Listco Offer Document, and are capable of acceptance on and from that date until the Listco Offers Closing Date.
2. The latest time for acceptance of the Listco Offers is 4:00 p.m. on Tuesday, 11 September 2018. The Listco Offers, which are unconditional, will be closed on Tuesday, 11 September 2018. The Offeror will issue an announcement no later than 7:00 p.m. on Tuesday, 11 September 2018 as to whether the Listco Offers have been revised, extended or expired and, in relation to any revision or extension of the Listco Offers, to state either the next closing date or that the Listco Offers will remain open until further notice. In the event that the Offeror decides to extend the Listco Offers and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Listco Offers are closed to those Independent Shareholders and Optionholders who have not accepted the Listco Offers.
3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Listco Share Offer) payable for the Offer Shares and the Share Options under the Listco Offers will be posted to the accepting Independent Shareholders and Optionholders by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days of the date of receipt by the HK Branch Registrar, the company secretary(ies) of the Company, the Singapore Transfer Agent and CDP of all the relevant documents of title to render the acceptance by such Independent Shareholders and Optionholders respectively under the Listco Offers complete and valid.

Acceptance of the Listco Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the paragraph headed "A.6 Right of withdrawal" in Appendix I to the Listco Offer Document.

4. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
- a. in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Listco Offers and the latest date for posting of remittances for the amounts due under the Listco Offers in respect of valid acceptances, the latest time for acceptance of the Listco Offers and the posting of remittances will remain at 4:00 p.m. on the same Business Day;
 - b. in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Listco Offers and the latest date for posting of remittances for the amounts due under the Listco Offers in respect of valid acceptances, the latest time for acceptance of the Listco Offers and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

IMPORTANT

THE INDEPENDENT SHAREHOLDERS AND OPTIONHOLDERS ARE STRONGLY ADVISED TO READ THE LISTCO OFFER DOCUMENT AND THE ACCOMPANYING FORMS OF ACCEPTANCE CAREFULLY, INCLUDING THE RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE TO THE INDEPENDENT SHAREHOLDERS AND THE OPTIONHOLDERS AND THE ADVICE FROM THE INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT BOARD COMMITTEE IN RESPECT OF THE LISTCO OFFERS, AND OTHER INFORMATION OF THE GROUP, BEFORE DECIDING WHETHER OR NOT TO ACCEPT THE LISTCO OFFERS.

SHAREHOLDERS AND/OR POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES.

THE OFFEROR AND THE COMPANY REMIND THEIR RESPECTIVE ASSOCIATES OF THE DEALING RESTRICTIONS UNDER THE TAKEOVERS CODE AND TO DISCLOSE THEIR PERMITTED DEALINGS, IF ANY, IN ANY SECURITIES OF THE COMPANY.

By Order of the board of
Baodi International Investment
Company Ltd
Zhang Jincan
Director

By Order of the board of
Techcomp (Holdings) Limited

Lo Yat Keung
President

Hong Kong, 21 August 2018

As of the date of this joint 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 jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, Circle Brown, their respective associates and parties acting in concert with them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and Circle Brown) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Zhang Jincan, Jiang Wei and He Junyu and the directors of YEIG are Duan Wenquan, Qiu Lujin, Liu Wenxian, Yang Wanhua, Li Xiang, Geng Shulun and Wang Yongqiang.

The directors of the Offeror and the directors of YEIG jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, Circle Brown, the Vendors, their respective associates and parties acting in concert with them), and confirms, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, Privateco, Circle Brown and the Vendors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The English text of this joint announcement shall prevail over its Chinese text.

** For identification purpose only*