

# TECHCOMP INSTRUMENT LIMITED

(Incorporated in the BVI with limited liability)  
(於英屬維爾京群島註冊成立之有限公司)

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## FORM OF ACCEPTANCE AND TRANSFER FOR USE IF YOU WANT TO ACCEPT THE PRIVATECO OFFER.

本接納及過戶表格在 閣下欲接納私人公司要約時使用。

All words and expressions defined in the offer document dated on or around 21 August, 2018 issued by Circle Brown Limited (as the same may be subsequently amended, supplemented or modified) (the **"Privateco Offer Document"**) shall, unless the context otherwise requires, have the same meaning when used in this form of acceptance and transfer. The provisions of Appendix I of the Privateco Offer Document are incorporated into and form part of this form of acceptance and transfer.

除文義另有所指外，本接納及過戶表格所用之所有詞彙及表述與Circle Brown Limited於二零一八年八月二十一日或前後發出之要約文件(其後可能會作出修訂、補充或修改)(「私人公司要約文件」)所界定者具相同涵義。私人公司要約文件附錄一之條文，已收錄及成為本接納及過戶表格之一部分。

BOX A 甲欄	NAME(S) AND ADDRESS OF REGISTERED PRIVATECO SHAREHOLDER(S) 已登記私人公司股東之姓名及地址	BOX B 乙欄	REGISTERED HOLDING OF PRIVATECO SHARES AS AT 14 AUGUST 2018 (equivalent to entitlement to number of Privateco Shares pursuant to the Distribution In Specie) 於二零一八年八月十四日所登記持有之私人公司股份數目(相當於根據以實物方式分派有權獲取之私人公司股份數目)

## FORM OF ACCEPTANCE AND TRANSFER OF SHARE(S) OF PAR VALUE OF US\$0.001 EACH IN THE ISSUED SHARES OF TECHCOMP INSTRUMENT LIMITED

TECHCOMP INSTRUMENT LIMITED 已發行股份中每股面值0.001美元之股份之接納及過戶表格  
This form of acceptance and transfer must be completed in full

本接納及過戶表格每項均須填寫

HKTransfer Agent:

香港過戶代理：

Tricor Investor  
Services Limited  
Level 22,  
Hopewell Centre,

183 Queen's Road  
East,  
Hong Kong  
卓佳證券登記  
有限公司  
香港  
皇后大道東183號  
合和中心22樓

Note: Insert the total  
number of  
Privateco Shares  
for which the  
Privateco Offer  
is accepted.  
附註：請填寫接納私人  
公司要約之私人公司  
股份總數。



FOR THE CONSIDERATION stated below, the registered shareholder(s) named in Box A above (**"Transferor(s)"**) hereby transfer(s) to the **"Transferee"** named below the share(s) of par value of US\$0.001 each in the issued shares of Techcomp Instrument Limited (**"Privateco Shares"**) specified below.  
上文甲欄所述之登記股東(「轉讓人」)現按下列代價，將下列Techcomp Instrument Limited已發行股份中每股面值0.001美元之股份(「私人公司股份」)轉讓予下述之「承讓人」。

Number of Privateco Share(s)(Note) 私人公司股份之數目(附註)	Figures 數目	Words 大寫
CONSIDERATION 代價	Cash: HK\$0.84 in cash for each Privateco Share 現金：每股私人公司股份現金0.84港元	
TRANSFeree 承讓人	Name Correspondence address Occupation	名稱 通訊地址 職業 CIRCLE BROWN LIMITED 6/F., Mita Center, 552-566 Castle Peak Road, Kwai Chung, Hong Kong 香港九龍葵涌青山道552-566號美達中心6樓 Corporation/法團

Signed by the Transferor(s) in the presence of:

轉讓人在下列見證人見證下簽署：

SIGNATURE OF WITNESS 見證人簽署

NAME OF WITNESS 見證人姓名

Address 地址

Occupation 職業

Signature(s) of Transferor(s)  
轉讓人簽署

Telephone number of Transferor(s)  
轉讓人聯絡電話

Date of Submission of this form of acceptance and transfer  
提交本接納及過戶表格日期

The signing Privateco Shareholder(s) hereby acknowledge(s) that the Privateco Offer is conditional upon the terms and conditions as set out in the Privateco Offer Document and that the signing and submission of this form of acceptance and transfer by the signing Privateco Shareholder(s) do not render the transfer of Privateco Shares contemplated hereunder effective. The transfer of Privateco Shares contemplated hereunder shall be subject to the signing by the Transferee on the date of transfer stated below.

署名私人公司股東茲確認私人公司要約須待私人公司要約文件所載條款及條件達成後方可作實，且由署名私人公司股東簽署及呈交之本接納及過戶表格並不令據此進行之私人公司股份轉讓生效。據此進行之私人公司股份轉讓須於下文所述轉讓日期由承讓人簽署。

DO NOT COMPLETE 請勿填寫本欄

For and on behalf of 代表  
Circle Brown Limited

Signed by the Transferee in the presence of:

承讓人在下列見證人見證下簽署：

Name of Witness 見證人姓名

Signature of Witness 見證人簽署

Address 地址

Occupation 職業

Date of transfer 轉讓日期

Signature(s) of Transferee or its duly authorised agent(s)  
承讓人或其正式授權人簽署

ALL JOINT  
HOLDERS  
MUST SIGN HERE  
所有聯名  
持有人均須於  
本欄簽署



## THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this form of acceptance and transfer ("FAT HK") or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of par value of US\$0.001 each ("Privateco Shares") in the issued shares of TECHCOMP INSTRUMENT LIMITED ("Privateco"), you should at once hand this FAT HK and the accompanying Privateco Offer Document to the purchaser or the transferee, or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

The making of the Privateco Offer or the acceptance thereof by persons not being a resident of Hong Kong or Singapore or with a registered address in jurisdictions outside Hong Kong or Singapore may be affected by the laws of the relevant jurisdictions. Independent Privateco Shareholders who are citizens, residents or nationals of jurisdictions outside Hong Kong or Singapore should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions. It is the responsibility of any such persons who wish to accept the Privateco Offer to satisfy themselves as to the full observance of all applicable legal and regulatory requirements of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consent which may be required or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in respect of such jurisdiction. Any acceptance by any such persons will be deemed to constitute a representation and warranty from such person to Circle Brown Limited that he/she is permitted under all applicable laws and regulations to receive and accept the Privateco Offer, and any revision thereof, and that, such acceptance shall be valid and binding in accordance with applicable laws. Independent Privateco Shareholders should consult their professional advisers if in doubt.

## HOW TO COMPLETE THIS FORM

You should read the Privateco Offer Document before completing this FAT HK. To accept the conditional voluntary cash offer for the Privateco Shares (the "Privateco Offer") made by Somerley Capital Limited ("Somerley Capital") on behalf of Circle Brown Limited ("Circle Brown") to acquire your Privateco Shares at a cash price of HK\$0.84 each, you should complete and sign this FAT HK and forward this entire FAT HK by post or by hand, marked "Techcomp Instrument Limited - Privateco Offer" on the envelope, to, and which should also reach, the HK Transfer Agent, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on Tuesday, 18 September 2018 or such later time(s) or date(s) as may be announced from time to time by or on behalf of Circle Brown (the "Closing Date"). If the completed and signed FAT HK is delivered by post to Circle Brown c/o HK Transfer Agent, please ensure that adequate postage is affixed on the envelope. If you have made a written request for a share certificate in respect of the Privateco Shares held by you to the HK Transfer Agent prior to the Closing Date, then in order to accept the Privateco Offer, the share certificate(s) in respect of your Privateco Shares must be submitted to the HK Transfer Agent together with this FAT HK duly completed and signed by you.

## FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE PRIVATECO OFFER

To: Somerley Capital and Circle Brown

1. My/Our execution of this FAT HK overleaf which shall be binding on my/our successors and assignees shall constitute:

- (i) my/our irrevocable instruction and authority to each of Circle Brown and/or Somerley Capital and/or their respective agent(s), in relation to the number of Privateco Shares tendered under the Privateco Offer, to send a cheque crossed "Not Negotiable – Account Payee Only" drawn in my/our favour for the consideration to which I/we shall have become entitled under the terms of the Privateco Offer, by ordinary post at my/our risk to the person named below or, if no name and/or address is stated below, to me/to the first-named Privateco Shareholder of joint registered holders of Privateco Shares at the address shown in the register of members of Privateco;

*(Here insert name and address of the person to whom the cheque is to be sent if different from the registered Privateco Shareholder or the first-named Privateco Shareholder of joint registered holders of Privateco Shares.)*

Name: (in block capitals) \_\_\_\_\_

Address: (in block capitals) \_\_\_\_\_

- (ii) my/our irrevocable instruction and authority to each of Circle Brown and/or Somerley Capital and/or such person or persons as any of Circle Brown or Somerley Capital may direct to complete and execute any document on my/our behalf and to do any other act that may be necessary or expedient for the purpose of vesting my/our Privateco Shares in Circle Brown or such person or persons as it may direct;
- (iii) my/our undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our Privateco Shares tendered under the Privateco Offer to Circle Brown or such person or persons as it may direct free from all rights of pre-emption, options, liens, claims, equities, charges, encumbrances and third party rights of any nature and together with all rights attaching or accruing thereto including the right to receive all dividends and distributions declared, made or paid on or after the date of the issue of my/our Privateco Shares; and
- (iv) my/our agreement to ratify each and every act or thing which may be done or effected by Circle Brown or Somerley Capital or any of their respective agent(s) or such person or persons as it/they may direct on the exercise of any of the authorities contained herein.
2. In the event of the Privateco Offer lapsing or in the event that my/our acceptance is not valid in accordance with the terms of the Privateco Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I/we hereby irrevocably authorise and request you to return to me/us this FAT HK duly cancelled, by ordinary post at my/our risk to the person named in paragraph 1(i) above or, if no name and/or address is stated above, to me or the first-named Privateco Shareholder (in the case of joint registered holders of Privateco Shares) at the address shown in the register of members of Privateco.
3. I/We understand and agree that cheque(s) issued for acceptance of the Privateco Offer not presented for payment within six months from the date of issue of the relevant cheques will not be honoured and will be of no further effect and that, in such circumstances, I/we should contact Circle Brown for payment.
4. I/We hereby warrant to you that I am/we are the registered holder(s) of the number of Privateco Shares specified in this FAT HK and that I/we have the full right, power and authority to sell and pass the title and ownership of such Privateco Shares to Circle Brown by way of acceptance of the Privateco Offer.
5. I/We hereby warrant and undertake to Circle Brown and/or Somerley Capital and/or Privateco that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the register of members of Privateco in connection with my/our acceptance of the Privateco Offer, including the obtaining of any governmental, exchange control or other consent which may be required to comply with other necessary formalities or legal requirements.
6. I/We understand that acceptance of the Privateco Offer by me/us will be deemed to constitute a warranty by me/us to Circle Brown, Privateco and Somerley Capital that (a) the number of Privateco Share(s) specified in this FAT HK will be sold free from all rights of pre-emption, options, liens, claim, equities, charges, encumbrances or third party rights of any nature and the relevant Privateco Shares are sold with all rights attaching or accruing thereto, including the right to receive all dividends and distributions declared, paid or made on or after the date of the issue of those Privateco Shares; and (b) I/we have not taken or omitted to take any action which will or may result in Circle Brown, Privateco, Somerley Capital or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the Privateco Offer or my/our acceptance thereof, and am/are permitted under all applicable laws to receive and accept the Privateco Offer, and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws.
7. I/We undertake to Circle Brown and/or Somerley Capital and/or Privateco that I/we shall be responsible for the payment of any transfer or other taxes payable in respect of the jurisdiction where my/our address is located as set out in the register of members of Privateco.
8. I/We acknowledge that, save as expressly provided in the Privateco Offer Document and in this FAT HK, all acceptances, instructions, authorities and undertakings hereby given shall be irrevocable.
9. I/We understand that no acknowledgement of receipt of this FAT HK by the HK Transfer Agent will be given.
10. I/We irrevocably undertake, represent, warrant and agree to and with Circle Brown and Somerley Capital (so as to bind my/our successors and assigns) that in respect of the Privateco Shares which are accepted under the Privateco Offer, which acceptance has not been validly withdrawn, and which have not been registered in the name of Circle Brown or as it may direct, to give:
- (a) an authority to Privateco and/or its agents from me/us to send any notice, circular, warrant or other document or communication which may be required to be sent to me/us as a member of Privateco to Circle Brown;
- (b) an irrevocable authority to Circle Brown or its agents to sign any consent to short notice of any general meeting of Privateco on my/our behalf and/or to attend and/or to execute a form of proxy in respect of such Privateco Shares appointing any person nominated by Circle Brown to attend such general meeting (or any adjournment thereof) and to exercise the votes attaching to such Privateco Shares on my/our behalf, such votes to be cast in a manner to be determined at the sole discretion of Circle Brown subject to the Takeovers Code (if applicable); and
- (c) my/our agreement not to exercise any of such rights without the consent of Circle Brown and my/our irrevocable undertaking not to appoint a proxy for, or to attend any, such general meeting and subject as aforesaid, to the extent I/we have previously appointed a proxy, other than Circle Brown or its nominee or appointee, for or to attend or to vote at the general meeting of Privateco, I/we hereby expressly revoke such appointment.

# PERSONAL DATA

## Personal Information Collection Statement

This personal information collection statement informs you of the policies and practice of Circle Brown and the HK Transfer Agent in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) as the same may be amended, modified or supplemented from time to time (the "Privacy Ordinance").

### 1. Reasons for the collection of your personal data

To accept the Privateco Offer for your Privateco Shares, you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed.

### 2. Purpose

The personal data which you provide on this form may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification of compliance with the terms and application procedures set out in the Privateco Offer Document and this FAT HK;
- registering transfers of Privateco Share(s) out of your name;
- maintaining or updating the relevant register of holders of Privateco Shares;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from Circle Brown, Privateco and/or their respective subsidiaries or agents such as Somerley Capital and the HK Transfer Agent;
- compiling statistical information and shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements;
- any other purposes in connection with the business of Circle Brown, Privateco or the HK Transfer Agent; and

- any other incidental or associated purposes relating to the above and/or to enable Circle Brown and/or Somerley Capital and/or Privateco to discharge their obligations to Privateco Shareholders and/or under applicable regulations, and any other purposes to which Privateco Shareholders may from time to time agree or be informed of.

### 3. Transfer of personal data

The personal data provided in this form will be kept confidential but Circle Brown, Somerley Capital and/or the HK Transfer Agent may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- Circle Brown and/or Privateco and/or their respective subsidiaries or agents such as Somerley Capital and the HK Transfer Agent;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to Privateco and/or Somerley Capital and/or the HK Transfer Agent in connection with the operation of its business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, professional accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom Circle Brown, Somerley Capital, Privateco and/or the HK Transfer Agent consider(s) to be necessary or desirable in the circumstances.

### 4. Access and correction of personal data

The Privacy Ordinance provides you with the right to ascertain whether Circle Brown, Somerley Capital, Privateco and/or the HK Transfer Agent hold(s) your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Privacy Ordinance, Circle Brown, Somerley Capital, Privateco and the HK Transfer Agent have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to Circle Brown, Somerley Capital, Privateco or the HK Transfer Agent (as the case may be).

**BY SIGNING THIS FORM YOU AGREE TO ALL OF THE ABOVE.**

## 個人資料

### 個人資料收集聲明

本個人資料收集聲明知會閣下有關Circle Brown及香港過戶代理就個人資料及香港法例第486章個人資料(私隱)條例(不時可能會作出修訂、修改或補充)(「私隱條例」)之政策及常規。

### 1. 收集閣下個人資料之原因

倘閣下欲就閣下之私人公司股份接納私人公司要約，則閣下須提供所需之個人資料。若未能提供所需資料，可能會導致閣下之接納不予受理或遭延誤。

### 2. 資料用途

閣下於本表格所提供之個人資料可以任何方式被使用、持有及／或保存，以作下列用途：

- 處理閣下之接納及核實是否遵守私人公司要約文件及本香港接納及過戶表格所呈列之條款及申請程序而作出；
- 登記轉讓閣下名義之私人公司股份；
- 存置或更新私人公司股份持有人之有關名冊；
- 進行或協助進行核對簽名，以及核對或交換任何其他資料；
- 送遞Circle Brown、私人公司及／或彼等各自之附屬公司或代理(例如新百利融資及香港過戶代理)所發出之通訊；
- 編製統計資料及股東資料；
- 遵照法例、規則或規例(不論法定或非法定)之要求作出披露；
- 披露有關資料以便進行申索或獲得所有權；
- 與Circle Brown、私人公司或香港過戶代理之業務有關之任何其他用途；及

- 與上述有關之任何其他附帶或相關用途及／或Circle Brown及／或新百利融資及／或私人公司得以履行彼等對私人公司股東及／或適用法規項下之責任，以及私人公司股東可能不時同意或獲知會之任何其他用途。

### 3. 轉交個人資料

本表格所載之個人資料將會保密，但Circle Brown、新百利融資及／或香港過戶代理可作出彼等認為必要之查詢以確定個人資料之準確性，以便資料可作任何上述用途，尤其可能會向下列任何及所有人士及實體披露、取得或轉交該等個人資料(不論在香港境內或境外)：

- Circle Brown及／或私人公司及／或彼等各自之附屬公司或代理(例如新百利融資及香港過戶代理)；
- 向私人公司及／或新百利融資及／或香港過戶代理提供與其業務運作有關之行政、電訊、電腦、付款或其他服務之任何代理、承包商或第三方服務供應商；
- 任何監管或政府機構；
- 與閣下有業務往來或將有業務往來之任何其他人士或機構，例如銀行、律師、專業會計師、持牌證券交易商或註冊證券機構；及
- Circle Brown、新百利融資、私人公司及／或香港過戶代理在有關情況下認為必需或適當之任何其他人士或機構。

### 4. 查閱及更正個人資料

私隱條例賦予閣下權利確定Circle Brown、新百利融資、私人公司及／或香港過戶代理是否持有閣下之個人資料、索取資料副本及更正任何不確資料。根據私隱條例，Circle Brown、新百利融資、私人公司及香港過戶代理有權就處理任何查閱資料之要求收取合理費用。所有關於查閱資料或更正資料或查閱有關政策及常規及所持資料類別之要求，應向Circle Brown、新百利融資、私人公司或香港過戶代理(視乎情況而定)提出。

閣下簽署本表格即表示同意上述各項。