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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is published pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The following is the text of announcement which has been published by Techcomp (Holdings) Limited (the “Company”) on the website of the Singapore Exchange Securities Trading Limited on 21 October 2014.

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

Hong Kong, 21 October 2014

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.

**For identification purpose only*

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities, including Shares in the Company.

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**APPROVAL IN-PRINCIPLE OF THE SGX-ST FOR THE LISTING OF THE
NEW SHARES TO BE ISSUED UNDER THE SUBSCRIPTION
AGREEMENTS**

Reference is made to the announcement dated 9 October 2014 (the “**Subscription Announcement**”) of Techcomp (Holdings) Limited (the “**Company**”) in relation to the share subscription exercise being undertaken by the Company. Unless the context otherwise requires, capitalised terms used and not defined herein shall bear the same meanings as defined in the Subscription Announcement.

Further to the Subscription Announcement, the Board is pleased to announce that the Company has on 20 October 2014, received the approval in-principle from the SGX-ST for the listing and quotation of up to 34,875,000 new ordinary shares in the capital of the Company on the Main Board of the SGX-ST (the “**Approval In-Principle**”).

The Approval In-Principle is subject to the following conditions:

- (a) Compliance with the SGX-ST’s listing requirements;
- (b) Submission of:
 - (i) A written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the proposed placement of shares and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company’s announcements on use of proceeds and in the annual report;
 - (ii) A written undertaking from the Company that it will comply with Rule 803; and
 - (iii) A written confirmation from the Company that it will not issue the Subscription Shares to persons prohibited under Rule 812(1) of the Listing Manual.
- (c) Disclosure via an SGXNET announcement of information on the background of the beneficial shareholders of the Placees.

Pursuant to condition (c) of the Approval In-Principle, information on the background of the beneficial shareholders of the Placees are set out below.

Guo Bing

Guo Bing is the sole beneficial shareholder of KCH Investment Company Limited. He is a PRC national and a Hong Kong citizen.

Guo Bing was involved in the establishment of Center Testing International Shenzhen Co Ltd (“CTI”)(a listed company on the Shenzhen Stock Exchange) in 2003. Prior to the establishment of CTI in 2003, Guo Bing was involved in establishing Green Consulting between 1998 to 2003. He became the President of CTI in August 2004. Guo Bing served on the Board of CTI until July 2014. He is currently mainly involved in equity investment. Guo Bing has a MBA from the China Europe International Business School.

Guo Yong

Guo Yong is the sole beneficial shareholder of GW Capital Limited. He is a PRC national and a Hong Kong citizen.

Between 1996 to 2003, Guo Yong worked in Shenzhen Sai Ge Group Finance Company, CMC management consulting company, and Shenzhen Quality Certification Centre Co. Ltd. where he was responsible for quality management and certification. He served as the Vice President and on the Board of CTI between 2004 to July 2014. He is currently mainly involved in equity investment. Guo Yong has a MBA from The Hong Kong Polytechnic University.

The in-principle approval of the SGX-ST is not to be taken as an indication of the merits of the Subscription, the Subscription Shares, the Company and/or its subsidiaries.

By order of the Board
Techcomp (Holdings) Limited
Lo Yat Keung
President

Hong Kong, 21 October 2014