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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 9 October 2014.

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

Hong Kong, 9 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*

## **TECHCOMP (HOLDINGS) LIMITED**

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### **1. Introduction**

The Board wishes to announce that on 9 October 2014, Techcomp (Europe) Limited (the Purchaser), a wholly owned subsidiary of the Company, entered into an Asset Acquisition Agreement with Bruker Corporation (the Seller), pursuant to which the Purchaser conditionally agreed to acquire the Assets from the Seller and the Seller conditionally agreed to sell the Assets to the Purchase at a total cash consideration of approximately US\$13.5 million (equivalent to approximately HK\$105.3 million) payable to the Seller.

### **2. Information on the Seller**

Bruker Corporation (NASDAQ: BRKR) with its headquarters in Billerica, Massachusetts, United States of America is a leading provider of high-performance scientific instruments and solutions for molecular and materials research, as well as for in vitro diagnostics, industrial and applied analysis.

### **3. Assets to be acquired**

The Purchaser has agreed to acquire and the Seller has agreed to sell the Assets in relation to the business of GC and GC-SQ-MS products. The Assets mainly consist of the inventories, intellectual property, trademark, licenses and other assets related to the manufacture and sales of the Business. Bruker's GC-TQ-MS products are not part of the transaction and Bruker Corporation is continuing its GC-TQ-MS business.

### **4. Basis of Consideration**

Upon completion of the Acquisition, the Purchaser will pay to the Seller approximately US\$13.5 million (equivalent to approximately HK\$105.3 million) as the consideration for the Acquisition. The Consideration for the Acquisition was determined after arm's length negotiations between the parties after taking into account its customers and suppliers base and relationship, product development and technical know-how and its net book value of the tangible assets of the Assets. The net book value of the tangible assets of the Assets was approximately US\$14 million (equivalent to approximately HK\$109.2 million) as at 9 October 2014.

The Company intends to finance the consideration of the Acquisition from proceeds raised by the subscription (reference is made to the announcement of the Company dated 9 October 2014 in relation to the subscription of new shares of the Company) and internal resources.

## **5. Conditions and Completion of the Acquisition**

The Acquisition is subject to certain conditions, among others, the representations and warranties confirmed by the Seller and the Purchaser respectively and all other related ancillary agreements duly signed by both parties.

The completion of the Acquisition is expected to take place on or before 31 October 2014 (or such other date(s) as agreed between the Purchaser and the Seller).

## **6. Reasons for the Acquisition**

The Group is principally engaged in the manufacture and distribution of analytical instruments, life science equipment and laboratory instruments for a broad range of chemical analysis and life science applications.

In line with the Group's business strategy to expand our market in Europe, Asia and North America, the Acquisition is an opportunity to enable the Group to expand its presence in Europe, Asia and North America and in the business of development, manufacture and sale of GC and GC-SQ-MS products. All these are expected to contribute to greater efficiency and returns. The Acquisition will also allow the Company to acquire complimentary technology as well as leverage on the brand equity of "Scion", which is beneficial to the future business development of the Group.

The Directors (including the independent non-executive Directors) consider that the terms for the Asset Acquisition Agreement were negotiated on an arm's length basis and are on normal commercial terms, and the terms thereof are fair and reasonable and are in the interests of the Group and Shareholders as a whole.

## **7. Financial effects of the Acquisition**

The financial effects of the Acquisition on the net tangible assets (the "NTA") per share and the earnings per share (the "EPS") of the Group are set out below. The financial effects which have been prepared based on the audited consolidated financial statements of the Group for the financial year ended 31

December 2013. ("FY2013"), are purely for illustrative purposes only and do not reflect the actual financial performance or position of the Group after the completion of the Acquisition.

(a) NTA

For illustrative purposes only and assuming the Acquisition had been completed at the end of FY2013, the estimated financial effects of the Acquisition on the consolidated NTA of the Group for FY2013 are as follows:-

	Before the Acquisition	After the Acquisition
NTA (US\$'000)	61,220	61,220
Number of shares ('000)	232,500	232,500
NTA per share (US cents)	26.33	26.33

(b) EPS

For illustrative purposes only and assuming that the Acquisition had been completed at the beginning of FY2013, the effects of the Acquisition on the EPS of the Group for FY2013 are as follows:-

	Before the Acquisition	After the Acquisition
Profit attributable to shareholders (US\$'000)	3,700	3,700
Number of shares ('000)	232,500	232,500
Earnings per share (US cents )	1.59	1.59

**8. Rule 1006 of the Listing Manual of the Singapore Exchange Securities Trading Limited**

In compliance with the Singapore Exchange Securities Trading Limited Listing Manual (the "Listing Manual"), the relative figures computed pursuant to Rule 1006 of the Listing Manual in relation to the Acquisition, based on the unaudited interim consolidated financial statements of the Group for half year ended 30 June 2014, are as follows:-

Rule 1006	Bases	Relative figures
Rule 1006 (a)	Net asset value of the assets to be disposed of, compared with the Group's net asset value	Not applicable
Rule 1006 (b)	Net profits attributable to the assets acquired or disposed of, compared with the Group's net profits <i>(Note : i)</i>	Not applicable
Rule 1006 (c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares <i>(Note : ii)</i>	18.7%

Rule 1006 (d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable
Rule 1006 (e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable

*Notes:*

- (i) There is no profit attributable to the acquisition of the Assets.*
- (ii) Based on the market capitalisation of the Company of approximately US\$72,294,000, determined by multiplying 232,500,000 shares in issue on 8 October 2014 by the volume weighted average price of S\$0.3976 (exchange rate of S\$1 : US\$0.78205) for trades done on 8 October 2014, being the last full market day immediately preceding the date of the Asset Acquisition Agreement.*

As the relative figure under Rule 1006(c) computed on the basis set out in Rule 1006 of the Listing Manual exceeds 5% but does not exceed 20%, the above-mentioned acquisition constitutes a discloseable transaction under Chapter 10 of the Listing Manual. Accordingly, the Acquisition is not subject to the approval of the shareholders of the Company.

**9. Interest of Directors and Controlling Shareholders**

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Acquisition save in respect of his/its shareholding (if any) in the Company.

**10. Directors' Services Contracts**

No person is proposed to be appointed as a Director in connection with the Acquisition. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

**11. Documents for Inspection**

A copy of the Asset Acquisition Agreement will be made available for inspection during normal business hours at the registered office of the Company for three months from the date of this announcement.

**By Order of the Board**

**Techcomp (Holdings) Limited**

**Sin Sheung Nam Gilbert**

Company Secretary

9 October 2014