
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Techcomp (Holdings) Limited (the “**Company**”), you should at once hand this Circular, the notice of the special general meeting (the “**SGM**”) and the accompanying form of proxy to the purchaser or to the stockbroker or to the bank or to the agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

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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)

PROPOSALS FOR CHANGE OF COMPANY NAME, CONSEQUENTIAL AMENDMENTS TO THE BYE-LAWS AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the SGM of the Company to be held at 2:30 p.m., on Thursday, 18 October 2018 at Conference Room (A3), Admiralty Conference Centre, 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong (or any adjournment thereof) is set out on pages 9 to 11 of this Circular. Any Shareholder or proxy who wishes to take part in the SGM from Singapore may attend via video conference which will be held at Pinnacle Suite, Wangz Business Centre, The Penthouse, 7 Temasek Boulevard, #44-01 Suntec Tower One, Singapore 038987. Whether or not you are able to attend the SGM, please complete the form of proxy accompanying this Circular in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Shareholders in Hong Kong), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Shareholders in Singapore), as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for the holding of the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish.

* For identification purpose only

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DEFINITIONS

In this Circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company currently in force
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“CDP”	The Central Depository (Pte) Limited
“Circular”	this circular
“Companies Ordinance”	the Companies Ordinance (Chapter 622, the Laws of Hong Kong), as amended, modified or supplemented from time to time
“Company”	Techcomp (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are primarily listed on the Main Board of the SEHK and secondarily listed on the Main Board of the SGX-ST
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	The Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 September 2018, being the latest practicable date prior to the printing of this Circular for the purpose of ascertaining certain information contained in this Circular
“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“PRC”	The People’s Republic of China, and for the purpose of this Circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“SEHK”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“SGM”	the special general meeting of the Company to be convened for the purpose of, among other things, considering the resolutions in relation to the Proposed Change of Company Name and the Proposed Amendments to the Bye-laws
“SGM Notice”	the notice convening the SGM as set out on pages 9 to 11 of this Circular
“SFA”	the Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	The Singapore Exchange Securities Trading Limited
“Share(s)”	the common share(s) of US\$0.05 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s) in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose securities accounts the Shares are credited and where the registered holder is CCASS
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	percentage or per centum

The expressions **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the respective meanings ascribed to them in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and vice versa. Words importing persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular shall be a reference to Hong Kong time unless otherwise stated.

In the event of any inconsistency between the English version of this Circular (including the SGM Notice) and the proxy form, and the Chinese version of this Circular (including the SGM Notice) and the proxy form, the English version shall prevail.

LETTER FROM THE BOARD

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)

Executive Directors

Mr. Zhang Jincan

(Chairman and chief executive officer)

Mr. Jiang Wei

Ms. Zhao Na

Mr. He Junyu

Registered Office

Canon's Court, 22 Victoria Street

Hamilton HM 12, Bermuda

Head Office and Place of Business in Hong Kong under the Companies Ordinance

6/F., Mita Center

552-566 Castle Peak Road

Kwai Chung Kowloon

Hong Kong

Independent non-executive Directors

Mr. Seah Kok Khong, Manfred

Mr. Ho Yew Yuen

Mr. Teng Cheong Kwee

24 September 2018

To the Shareholders

Dear Sir or Madam

PROPOSALS FOR CHANGE OF COMPANY NAME, CONSEQUENTIAL AMENDMENTS TO THE BYE-LAWS AND NOTICE OF SPECIAL GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 12 September 2018 (the “**Announcement**”). The purpose of this Circular is to provide the Shareholders with information on the resolutions to be proposed at the SGM for the approval of the Proposed Change of Company Name (as defined below) and Proposed Amendments to the Bye-laws (as defined below); and the notice of the SGM to be convened and held for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name and Proposed Amendments to the Bye-laws.

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Techcomp (Holdings) Limited” to “Yunnan Energy International Co. Limited” and to adopt “雲能國際股份有限公司” as the secondary name of the Company in Chinese (the “**Proposed Change of Company Name**”).

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LETTER FROM THE BOARD

The Proposed Change of Company Name is subject to the following conditions having been satisfied:

1. the passing of a special resolution by the Shareholder at the SGM approving the Proposed Change of Company Name; and
2. the Proposed Change of Company Name being approved by the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new English name and the secondary name of the Company in Chinese on the Register of Companies in place of the former English name and issues a certificate of incorporation on change of name and adoption of secondary name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong under Part 16 of the Companies Ordinance.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board believes that the new English and Chinese names of the Company will better reflect the current status of the Company and its direction of future development. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image and identity which will benefit the Company's future development. The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders or the Company's daily business operations or its financial position. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be good evidence of legal title to such Shares and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new English and Chinese names of the Company.

In addition, subject to the confirmation by the SEHK, the English Stock Short Name will be changed and a Chinese Stock Short Name will be adopted after the Proposed Change of Company Name becomes effective. Further announcement(s) will be made by the Company in relation to the change and adoption of the Stock Short Name.

LETTER FROM THE BOARD

3. CONSEQUENTIAL AMENDMENTS TO THE BYE-LAWS

In view of the Proposed Change of Company Name, the Board also proposes to amend the Bye-laws to reflect the Proposed Change of Company Name (the “**Proposed Amendments to the Bye-laws**”). The Proposed Amendments to the Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the SGM and the aforesaid amendments shall become effective when the Proposed Change of Company Name takes effect. A summary of the Proposed Amendments to the Bye-laws is set out as follows:

(a) Bye-laws

- (i) by deleting the name “Techcomp (Holdings) Limited” set out in the cover of the Bye-laws of the Company in its entirety and substituting therefor “Yunnan Energy International Co. Limited 雲能國際股份有限公司”;
- (ii) by deleting the name “Techcomp (Holdings) Limited” in the heading on page 2 of the Bye-laws of the Company in its entirety and substituting therefor “Yunnan Energy International Co. Limited 雲能國際股份有限公司”.

(b) Bye-law 1(A)

By deleting the existing definition of “the Company” or “this Company” in Bye-law 1(A) and substituting therefor the following new definition of “the Company” or “this Company”:

“the Company” or “this Company” shall mean Yunnan Energy International Co. Limited 雲能國際股份有限公司 which was incorporated in Bermuda on the 26 January 2004.

4. DIRECTORS’ RECOMMENDATION

The Board considers that the Proposed Change of Company Name and Proposed Amendments to the Bye-laws are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the SGM.

5. SGM

The SGM, the notice of which is circulated with this Circular, will be convened and held at 2:30 p.m., on Thursday, 18 October 2018 at Conference Room (A3), Admiralty Conference Centre, 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong and via video conference at Pinnacle Suite, Wangz Business Centre, The Penthouse, 7 Temasek Boulevard, #44-01 Suntec Tower One, Singapore 038987 (or any adjournment thereof) for the purpose of, among other things, considering and, if thought fit, passing, with or without any modifications, the resolutions in relation to the Proposed Change of Company Name and the Proposed Amendments to the Bye-laws.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of the Shareholders at the SGM will be taken by poll and the results of poll will be published on the websites of the SEHK, the SGX-ST and the Company on the day of the above meeting.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Whether or not you are able to attend the SGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Shareholders in Hong Kong), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Shareholders in Singapore) as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish. In such event, the relevant form of proxy shall be deemed to be revoked.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Circular is accurate and complete in all respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from other sources and/or reproduced in this Circular in its proper form and context.

8. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions set out in the SGM Notice to be proposed at the SGM.

Yours faithfully
For and on behalf of the Board
Techcomp (Holdings) Limited
Zhang Jincan
Director

NOTICE OF SPECIAL GENERAL MEETING

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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of Techcomp (Holdings) Limited (the “**Company**”) will be held at 2:30 p.m., Thursday, 18 October 2018 at Conference Room (A3), Admiralty Conference Centre, 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong and via video conference at Pinnacle Suite, Wangz Business Centre, The Penthouse, 7 Temasek Boulevard, #44-01 Suntec Tower One, Singapore 038987 for the purpose of consideration, and if though fit, the passing of the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT**, subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Techcomp (Holdings) Limited” to “Yunnan Energy International Co. Limited” and “雲能國際股份有限公司” be adopted and registered as the secondary name of the Company in Chinese (collectively, the “**Change of Company Name**”).”
(Resolution 1)
2. “**THAT**, subject to and forthwith upon the Change of Company Name taking effect, the bye-laws of the Company (the “**Bye-laws**”) be and are hereby amended as follows to reflect the Change of Company Name (the “**Amendments to the Bye-laws**”):

A. Bye-laws

- (i) by deleting the name “Techcomp (Holdings) Limited” set out in the cover of the Bye-laws of the Company in its entirety and substituting therefor “Yunnan Energy International Co. Limited 雲能國際股份有限公司”;
- (ii) by deleting the name “Techcomp (Holdings) Limited” in the heading on page 2 of the Bye-laws of the Company in its entirety and substituting therefor “Yunnan Energy International Co. Limited 雲能國際股份有限公司”.

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NOTICE OF SPECIAL GENERAL MEETING

B. Bye-law 1(A)

By deleting the existing definition of “the Company” or “this Company” in Bye-law 1(A) and substituting therefor the following new definition of “the Company” or “this Company”:

“the Company” or “this Company” shall mean Yunnan Energy International Co. Limited 雲能國際股份有限公司 which was incorporated in Bermuda on the 26 January 2004.”

(Resolution 2)

3. “**THAT** any director of the Company be and is hereby authorised to do all such acts and things and to sign and execute all such documents and instruments for and on behalf of the Company as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Change of Company Name and Amendments to the Bye-laws.”

(Resolution 3)

By Order of the Board
Techcomp (Holdings) Limited
Zhang Jincan
Director

Hong Kong, 24 September 2018

IMPORTANT: Please read the notes below.

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for shareholders in Hong Kong), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for shareholders in Singapore) as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF SPECIAL GENERAL MEETING

5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.
6. A Depositor (as defined in the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”)) whose name appears in the Depository Register (as defined in the SFA) and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his/her behalf, or if such Depositor is a corporation, should complete the accompanying CDP form of proxy and lodge the same at the office of the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for shareholders in Singapore) as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
7. The register of members of the Company will be closed from Friday, 12 October 2018 to Thursday, 18 October 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of shareholders who are entitled to attend and vote at the meeting, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m., Thursday, 11 October 2018 (for shareholders in Hong Kong), or with the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 for registration not later than 5:00 p.m., Thursday, 11 October 2018 (for shareholders in Singapore).
8. Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, “Purposes”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

As of the date of this notice, the executive directors of the Company are Mr. Zhang Jincan, Mr. Jiang Wei, Ms. Zhao Na and Mr. He Junyu and the independent non-executive directors of the Company are Mr. Ho Yew Yuen, Mr. Seah Kok Khong, Manfred and Mr. Teng Cheong Kwee.