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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)

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board hereby announces that with effect from 30 November 2018:

1. Mr. SEAH Kok Khong, Manfred has resigned as an independent non-executive Director. He has also ceased to be the chairman of the Nomination Committee, and a member of each of the Audit Committee and the Remuneration Committee;
2. Mr. HO Yew Yuen has resigned as an independent non-executive Director. He has also ceased to be the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee;
3. Mr. TENG Cheong Kwee has resigned as an independent non-executive Director. He has also ceased to be the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee.
4. Mr. SHI Fazhen has been appointed as an independent non-executive Director. He has also been appointed as the chairman of each of the Audit Committee and the Remuneration committee, and a member of the Nomination Committee;
5. Mr. KE Kasheng has been appointed as an independent non-executive Director. He has also been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
6. Ms. JING Pilin has been appointed as an independent non-executive Director. She has also been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
7. Mr. ZHANG Jincan, an executive Director, has been appointed as the chairman of the Nomination Committee, and a member of the Remuneration committee.

* For identification purpose only

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Techcomp (Holdings) Limited (the “**Company**”) hereby announces that with effect from 30 November 2018:

1. Mr. SEAH Kok Khong, Manfred (“**Mr. Seah**”) has resigned as an independent non-executive Director due to his decision to focus his time and effort on other business. He has also ceased to be the chairman of the nomination committee (the “**Nomination Committee**”) of the Board, and a member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Board;
2. Mr. HO Yew Yuen (“**Mr. Ho**”) has resigned as an independent non-executive Director due to his decision to focus his time and effort on other business. He has also ceased to be the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee; and
3. Mr. TENG Cheong Kwee (“**Mr. Teng**”) has resigned as an independent non-executive Director due to his decision to focus his time and effort on other business. He has also ceased to be the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee.

Each of Mr. Seah, Mr. Ho and Mr. Teng has confirmed that he has no disagreement with the Board. None of them and the Board are aware of any matters in relation to their respective resignations that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board hereby expresses its sincere gratitude to Mr. Seah, Mr. Ho and Mr. Teng for their valuable efforts and contributions to the Company during their tenure of office with the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board further announces that with effect from 30 November 2018:

1. Mr. SHI Fazhen (“**Mr. Shi**”) has been appointed as an independent non-executive Director. He has also been appointed as the chairman of each of the Audit Committee and the Remuneration committee, and a member of the Nomination Committee;
2. Mr. KE Kasheng (“**Mr. Ke**”) has been appointed as an independent non-executive Director. He has also been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;

3. Ms. JING Pilin (“**Ms. Jing**”) has been appointed as an independent non-executive Director. She has also been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
4. Ms. ZHANG Jincan, an executive Director, has been appointed as the chairman of the Nomination Committee, and a member of the Remuneration committee

SHI Fazhen (施法振)

Mr. Shi, aged 54, has over 17 years of experience in the field of audit and accounting. Since 2016, he has acted as the president at Shenzhen Zhonglun Accountants Firm (General Partnership)* (深圳中倫會計師事務所(普通合夥)). From 2014 to 2016, he served as the vice president at Shenzhen Chengxin Accountants Firm (Special General Partnership)* (深圳誠信會計師事務所(特殊普通合夥)). From 2001 to 2014, Mr. Shi held various positions at Shenzhen Mahong Accountants Firm* (深圳馬洪會計師事務所) and Shenzhen Licheng Accountants Firm* (深圳力誠會計師事務所). Prior to that, he has worked at Hubei Xiangfan Huipu Industrial Co., Ltd.* (湖北省襄樊市惠普實業有限公司) for over 17 years.

Mr. Shi graduated from Zhongnan University of Finance and Economics in December 1990, majoring in industrial economic management. In 2001, he obtained his qualification as a certified public accountant in the People’s Republic of China (“**PRC**”). In 2007, he obtained the qualification as an intermediate economist.

Mr. Shi takes an active role in community services and currently serves as the supervisor and vice president at the Shenzhen Transparent and Harmonious Community Promotion Centre*(深圳市透明和諧社區促進中心). He is also a supervisor of the 1st Owner Committee of the Science and Technology Park (Zone 48) of Nanshan District, Shenzhen, PRC.

Mr. Shi has been appointed as an independent non-executive Director for a term of 1 year commencing from 30 November 2018, subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Shi is entitled to HK\$200,000 as Director’s remuneration annually. Such amount of emoluments is determined by the Board with reference to the prevailing market situation, his duties and responsibilities to the Company. Mr. Shi may not vote on any resolution of the directors regarding the amount of Director’s emoluments payable to him.

Saved as disclosed above, Mr. Shi has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years nor did and does he hold any other positions in the Group in the past and at present. In addition, Mr. Shi does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr. Shi does not have any interests in the shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(“SFO”) and has met the independence guidelines as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Shi that need to be brought to the attention of the shareholders of the Company.

KE Kasheng (柯卡生)

Mr. Ke, aged 54, is currently the president of Beijing Shengbao Tongda Electrical Engineering Co., Ltd* (北京盛寶通達電氣工程有限公司), the executive director of Fantasia Group (China) Company Limited, a wholly-owned subsidiary of the Fantasia Holdings Group Co., Limited (a company listed on the main board of the Stock Exchange (stock code: 1777)), and the chairman of the Education Foundation of Central University of Finance & Economics (中央財經大學教育基金會). Mr. Ke has extensive experience in the field of financial management. He started his career at the Currency Issue Department of Guangdong Branch of The People’s Bank of China (“PBOC”) in July 1984 and held various positions in PBOC and China Banking Regulatory Commission (“CBRC”), including deputy chief and chief of the Currency Issue Department of Guangdong Branch of PBOC from June 1989 to April 1992, deputy director of the General Office of Guangdong Branch of PBOC from April 1992 to April 1996, director of the Comprehensive Planning Division of Guangdong Branch of PBOC from April 1996 to November 1996, president of Shantou Branch of PBOC from November 1996 to April 2000, director of the Internal Audit Division and vice president of Guangzhou Branch of PBOC from April 2000 to July 2003, member of the preparation team and deputy director of the Guangdong Office of CBRC from July 2003 to May 2006, and director of the Non-banking Financial Institution Regulatory Department of CBRC from May 2006 to October 2012. From October 2012 to August 2017, Mr. Ke served as an executive director and the president of China Huarong Asset Management Co., Ltd., a company listed on the main board of the Stock Exchange (stock code: 2799).

Mr. Ke obtained a bachelor degree in economics, majoring in finance, from the Central Institute of Finance and Economics (now known as the Central University of Finance & Economics) in July 1984, a master degree in business operation, majoring in business operation, from the graduate school of Aichi University of Japan in March 1995, and obtained an MBA degree for senior management from Cheung Kong Graduate School of Business in September 2007.

Mr. Ke has been appointed as an independent non-executive Director for a term of 1 year commencing from 30 November 2018, subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Mr. Ke is entitled to HK\$200,000 as Director's remuneration annually. Such amount of emoluments is determined by the Board with reference to the prevailing market situation, his duties and responsibilities to the Company. Mr. Ke may not vote on any resolution of the directors regarding the amount of Director's emoluments payable to him.

Saved as disclosed above, Mr. Ke has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years nor did and does he hold any other positions in the Group in the past and at present. In addition, Mr. Ke does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr. Ke does not have any interests in the shares or underlying shares of the Company pursuant to Part XV of the SFO and has met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Ke that need to be brought to the attention of the shareholders of the Company.

JING Pilin (景丕林)

Ms. Jing, aged 67, was accredited as a senior economist by China Construction Bank Corporation in December 1993. She is currently a part-time professor as well as a tutor for the post-graduate programs at the Zhongnan University of Economics and Law. Ms. Jing has over 35 years of experience in the field of investment and finance. From June 2005 to December 2013, she served as the general manager of China Investment Consultancy Company*(中國投資諮詢公司), she was also the general manager of the investment banking division and agency division at China Jianyi Investment Limited as well as an independent director of UBS Securities Co., Limited. From 1995 to 2004, she held various leading positions at the head office of the Construction Bank, primarily responsible for the investment management of large and medium-sized projects. She was also in charge of the reorganisation of Huaxia Securities and Beijing Securities at China Jianyi Investment Limited.

Ms. Jing obtained her bachelor's degree in infrastructure-economics from the Hubei University of Economics (now known as Zhongnan University of Economics and Law) in 1983. In 2005, she won the National Financial System Labor Day Medal.

Ms. Jing has been appointed as an independent non-executive Director for a term of 1 year commencing from 30 November 2018, subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company. Ms. Jing is entitled to HK\$200,000 as Director's remuneration annually. Such amount of emoluments is determined by the Board, upon recommendation from the Remuneration Committee with reference to the prevailing market situation, her duties and responsibilities to the Company. Ms. Jing may not vote on any resolution of the directors regarding the amount of Director's emoluments payable to her.

Saved as disclosed above, Ms. Jing has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years nor did and does she hold any other positions in the Group in the past and at present. In addition, Ms. Jing does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Ms. Jing does not have any interests in the shares or underlying shares of the Company pursuant to Part XV of the SFO and has met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the appointment of Ms. Jing that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Shi, Mr. Ke and Ms. Jing for joining the Board.

By Order of the Board
TECHCOMP (HOLDINGS) LIMITED
Zhang Jincan
Director

Hong Kong, 30 November 2018

As of the date of this announcement, the Board comprises Mr. ZHANG Jincan, Mr. JIANG Wei, Ms. ZHAO Na and Mr. HE Junyu as the executive Directors; and Mr. SHI Fazhen, Mr. KE Kasheng and Ms. JING Pilin as the independent non-executive Directors.