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Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the Listing Document.

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 LISTING BY WAY OF INTRODUCTION ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Sponsor



LISTING AND DEALINGS

Application has been made to the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) for the granting of the approval for the listing of, and permission to deal in, the Shares in issue, and those that may be issued pursuant to the exercise of any options that have been granted under the Existing Share Option Scheme or which may be granted under the Share Option Scheme.

The Company currently has a primary listing of Shares on the SGX-ST, which it intends to maintain alongside its proposed dual primary listing of Shares on the Hong Kong Stock Exchange. The listing of Shares on the Main Board of the Hong Kong Stock Exchange is by way of introduction only and there are no Shares being issued or sold in connection with the Listing, other than to the Bridging Dealer.

Dealing in the Shares on the Hong Kong Stock Exchange is expected to commence on Wednesday, 21 December 2011. Dealing in Shares on the Hong Kong Stock Exchange and SGX-ST will be conducted in Hong Kong dollars and Singapore dollars respectively. The Shares are traded on SGX-ST and will be traded on the Hong Kong Stock Exchange in board lots of 1,000 Shares. The stock code of these Shares is 1298.

ELIGIBILITY FOR CCASS

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Main Board of the Hong Kong Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of Hong Kong Stock Exchange is required to take place in CCASS on the second business day after the trade day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

AVAILABILITY OF THE LISTING DOCUMENT

Copies of the Listing Document which is issued in accordance with the requirements under the Listing Rules will be available, for information purposes, during normal office hours from 9:00 a.m. to 5:00 p.m. at the offices of:

- Techcomp (Holdings) Limited, at 6th Floor, Mita Center, 552–566 Castle Peak Road, Kwai Chung, Hong Kong; and
- Oriental Patron Asia Limited, at 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong;

from Friday, 9 December 2011 up to and including Thursday, 22 December 2011 (both dates inclusive).

In addition, electronic copies of the Listing Document will be disseminated through the website of the Company at www.techcomp.com.hk and the Hong Kong Stock Exchange at www.hkexnews.hk from Friday, 9 December 2011.

BRIDGING ARRANGEMENTS

In connection with the Listing, BOCI Securities Limited (and/or its affiliates authorised to carry out arbitrage activities) has been appointed as bridging dealer, on its own account, to undertake arbitrage activities including (i) to contribute to the liquidity of trading in the Shares on the Hong Kong market upon the Listing and (ii) to reduce potential material divergence between Share prices on the Hong Kong and the Singapore markets. The Bridging Dealer also intends to implement the bridging arrangements described in the section headed “Listings, Registration, Dealings and Settlement — Bridging Arrangements” of the Listing Document. The bridging arrangements are intended to facilitate the migration of Shares to the Hong Kong Branch Share Register in order for an open market in Shares to develop in Hong Kong following the Listing.

In connection with the bridging arrangements, on 5 December 2011, the Bridging Dealer, entered into: (i) the Sale and Repurchase Agreement with Mr. Chan (as vendor) under which the Bridging Dealer shall purchase from Mr. Chan a total of 9,300,000 Shares which are legally and beneficially owned by him, representing approximately 4% the Shares in issue as at the Latest Practicable Date, and Mr. Chan shall repurchase and the Bridging Dealer shall sell the equivalent number of Shares Mr. Chan initially sold at the same price as such Shares were sold, shortly after the expiry of the Bridging Period (being the 30-day period from and including the Listing Date); and (ii) the Stock Borrowing Agreement with Mr. Lo under which Mr. Lo will, upon request from time to time by the Bridging Dealer, make available to the Bridging Dealer Share lending facilities for a period commencing from the Listing Date and ending on the 30th day from and including the Listing Date up to a maximum of 58,125,000 Shares, which are legally and beneficially owned by him, representing 25% of Shares in issue in aggregate to the Bridging Dealer, on one or more occasions, subject to the applicable laws, rules and regulations in both Singapore and Hong Kong and certain terms and conditions, including without limitation that the lending and the subsequent acceptance of redelivery of any Shares by Mr. Lo, and the borrowing and the subsequent redelivery of any Shares by the Bridging Dealer, will not lead to either party being obliged to make a mandatory general offer under the Takeovers Code and/or the Singapore Code. Such Shares will be used for settlement in connection with the arbitrage trades carried out by the Bridging Dealer in Hong Kong.

The Bridging Dealer has set up a designated dealer identity number 8181 solely for the purposes of carrying out arbitrage trades under the bridging arrangement in Hong Kong, in order to ensure identification and thereby enhance transparency of such trades on the Hong Kong market. The Bridging Dealer has also set up another designated dealer identity number 8170 which will only be used in emergency and unforeseen situation if the aforesaid identity number for arbitrage trades cannot be used. Any change in such designated dealer identity number will be disclosed as soon as practicable by way of announcement on both the Stock Exchange and the SGX-ST, and will be posted by the Company on its website.

The Company will, as soon as practicable and in any event during a period of 3 business days before the first day of the Listing, release an announcement on the Hong Kong Stock Exchange and the SGX-ST to inform the investing public of the following information as at the latest practicable date prior to the announcement:

- the number of Shares in respect of which the Singapore Transfer Agent has received instructions from Shareholders for the transfer of such Shares to the Hong Kong Branch Share Register (whether under the Batch-Transfer arrangements or otherwise); and
- the total number of Shares which have been registered on the Hong Kong Branch Share Register.

Prospective investors should refer to the section headed “Listings, Registration, Dealings and Settlement — Bridging Arrangements” of the Listing Document for further details, and should refer to the associated risk factors, including those described in the section headed “Risk Factors — Risks relating to the dual primary listing of the Company” of the Listing Document.

TRANSFER OF SHARES TO HONG KONG PRIOR TO LISTING

As disclosed in the section headed “Listings, Registration, Dealing and Settlement — Special arrangement to facilitate transfers prior to the Listing” in the Listing Document, special arrangements have been made to facilitate transfers of Shares prior to the Listing. In connection with the Listing, the Company will make arrangement for three batch-transfers of Singapore listed Shares for Shareholders seeking to transfer their Shares to the Hong Kong Branch Share Register prior to the Listing.

Shareholders who hold their Shares directly in CDP and who wish to participate in the Batch-Transfers will need to complete and submit the Withdrawal of Securities Form (with a transfer deed), together with a bank draft for the amount as prescribed by CDP from time to time to CDP and the Removal Request Form to the Singapore Transfer Agent before the relevant dates stipulated below.

For the First Batch-Transfer, the relevant date to submit Withdrawal of Securities Form (with a transfer deed) to CDP and the Removal Request Form to the Singapore Transfer Agent was 5 December 2011 and the relevant date that the Share certificates are available for collection from the Hong Kong Branch Shares Registrar’s office will be 15 December 2011.

For the Second Batch-Transfer and Third Batch-Transfer, the relevant dates to submit Withdrawal of Securities Form (with a transfer deed) to CDP and the Removal Request Form to the Singapore Transfer Agent will be 12 December 2011 and 19 December 2011 respectively; and the relevant dates that the Share certificates are available for collection from the Hong Kong Branch Shares Registrar’s office will be 22 December 2011 and 30 December 2011 respectively for the Second Batch-Transfer and the Third Batch-Transfer.

The Singapore Transfer Agent and the Hong Kong Branch Share Registrar have agreed to waive their charges to Shareholders in respect of the Batch-Transfers. CDP’s existing charges will still apply, together with any other costs to be levied by Shareholders’ own brokers, nominees or custodians (where relevant).

INVESTOR EDUCATION

Prior to the Listing, the Company and the Sponsor will cooperate to inform the investor community in Hong Kong of general information about the Company, as well as the developments and/or changes to the bridging arrangements as disclosed in the Listing Document. After the Listing has taken place, the Company and the Sponsor may continue to take measures to educate the public. The following measures will be taken to enhance transparency of the Company and the bridging arrangements:

- there will be media briefings and press interviews to inform investors of the arrangements;
- briefings in relation to the bridging arrangements will be conducted for, amongst others, private bank divisions, a syndicate of brokerage houses and other institutional investors;
- information factsheets on the Company generally, and on the Share transfer procedures as summarised in the section headed “Listings, Registration, Dealing and Settlement — Special arrangement to facilitate transfers of Shares prior to the Listing” will be posted on the website of the Company; and

- information, including the Company's previous day closing price, trading volume and other relevant historical data, will be posted on the website of the Company. Furthermore, during the period of 3 business days prior to the Listing Date and not later than 8:30 a.m. on the Listing Date, which will be before the commencement of dealings in the Shares on the Stock Exchange, a daily announcement will be released on the Hong Kong Stock Exchange and the SGX-ST, disclosing the Company's previous day closing's closing price of the Shares on the SGX-ST, as well as any relevant developments and updates with regards to the bridging arrangements.

Real time trading information in respect of the Shares can be obtained from the following sources:

- the website of SGX-ST at http://www.sgx.com/wps/portal/marketplace/mp-en/prices_indices_statistics/securities/stocks, at no cost; or
- through service providers that provide such facilities at investors' own expense. Such service will be provided on and subject to the terms and conditions of the relevant service provider.

Prospective investors should refer to the section headed "Listings, Registration, Dealing and Settlement — Investor Education" of the Listing Document for further details.

This announcement is available for viewing on the website of the Company at www.techcomp.com.hk, the Hong Kong Stock Exchange at www.hkexnews.hk and the SGX-ST at www.sgx.com.

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

Hong Kong, 9 December 2011

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 purposes only*