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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)

COMPLETION OF PLACING OF UNLISTED WARRANTS

PLACING OF UNLISTED WARRANTS

The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled and the Placing was completed on 2 October 2013 whereby an aggregate of 46,500,000 Warrants have been successfully placed by the Placing Agent to not less than six Placees in accordance with the terms and conditions of the Placing Agreement.

References are made to the announcements of Techcomp (Holdings) Limited (the “**Company**”) dated 9 September 2013 (the “**Announcement**”) and 23 September 2013 respectively in relation to, among the other things, the Placing. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled and the Placing was completed on 2 October 2013 whereby a total of 46,500,000 Warrants.

An aggregate of 46,500,000 Warrants have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price (not including legal expenses) of HK\$0.01 per Warrant on 2 October 2013.

The net proceeds from the Placing are up to approximately HK\$365,000, which will be used as the general working capital of the Group. Any additional proceeds from the issue of the Warrant Shares upon the exercise of the subscription rights attaching to the Warrants in the future up to a maximum amount of approximately HK\$139,500,000 will also be applied as the general working capital and as funds for future development of the Group.

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, each of the Placees, if applicable, and their respective ultimate

beneficial owner(s), is independent of, not connected with, and not acting in concert with, the Company or any director(s), chief executive(s) or substantial shareholder(s) of the Company or any of its subsidiaries or their respective associates and the requirements of Rules 803 and 812 of the SGX Listing Manual have been complied with.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of the Announcement are; and (ii) assuming that there will be no further changes in the issued share capital of the Company prior to such exercise and full exercise of the subscription rights attaching to the Warrants at the Subscription Price of HK\$3.00, will be, as follows:

Name of Shareholders	As at the date of this announcement		Immediately after the full exercise of the subscription rights attaching to the Warrants	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Lo Yat Keung (Note 1)	112,456,500	48.37	112,456,500	40.31
Yung Yat (Note 1)	112,456,500	48.37	112,456,500	40.31
Chan Wai Shing	9,720,000	4.18	9,720,000	3.48
Xu Guoping	9,870,000	4.25	9,870,000	3.54
Ho Yew Yuen	300,000	0.13	300,000	0.11
Kabouter Management, LLC (Note 2)	28,700,000	12.34	28,700,000	10.29
Kabouter Fund I (QP), LLC (Note 2)	13,979,829	6.01	13,979,829	5.01
Other Placees	-	-	46,500,000	16.67
Public Shareholders	71,453,500	30.73	71,453,500	25.60
Total	<u>232,500,000</u>	<u>100.00</u>	<u>279,000,000</u>	<u>100.00</u>

Notes:

(1) Mr. Lo Yat Keung, our President, is beneficially interested in 104,956,500 Shares and is deemed to be interested in the shares held by his spouse, Ms. Yung Yat, who has an interest in 7,500,000 Shares; while Ms. Yung Yat is beneficially interested in 7,500,000 Shares and is deemed to be interested in the shares held by Mr. Lo Yat Keung, her spouse who has an interest in 104,956,500 Shares.

(2) Kabouter Management, LLC notified the Company that it is deemed to be interested in the Shares, held through HKSCC Nominees Limited, owned by Kabouter Fund II, LLC (managed by Kabouter Management, LLC), Kabouter Fund I (QP), LLC (managed by Kabouter Management, LLC) and Kabouter Fund III, LLC (managed by Kabouter Management, LLC).

Assuming (i) the full exercise of the subscription rights attaching to the Warrants at the Subscription Price of HK\$3.00, and (ii) no Shares are further issued and repurchased, 46,500,000 Warrant Shares represents (a) approximately 20% of the existing share capital of

the Company as at the date of the Announcement; and (b) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of all the Warrant Shares.

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

Hong Kong, 2 October 2013

As at the date of this announcement, the executive Directors are Mr. Lo Yat Keung (President), 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*