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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

### **DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF REMAINING INTEREST IN THE TARGET COMPANY**

Refer is made to the announcement of the Company dated 21 February 2013 (the “Previous Announcement”), in relation to the Acquisition. Unless otherwise defined in this announcement, terms used herein shall have the same meaning and as those defined in the Previous Announcement.

Further to the Previous Announcement, the Board of the Company wishes to announce that on 27 February 2013, the Purchaser entered into the Share Purchase Agreements with the remaining individual Vendor to which the Purchaser has agreed to acquire, and each of the Vendors has agreed to sell, the Sale Equity Interest at the aggregate consideration of approximately GBP1,300,000 (equivalent to approximately USD2,015,000).

#### **SHARE PURCHASE AGREEMENT**

##### **Date**

27 February 2013

##### **Parties**

Purchaser: Techcomp Europe, a wholly owned subsidiary of the Company

Vendor(s): Ultimate shareholders of the Target Company other than the Purchaser, independent third parties

As at the date of this announcement, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, each of the Vendors and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

##### **Assets to be acquired**

The Purchaser has agreed to acquire, and the Vendors have agreed to sell their individual Sale Equity Interest, representing a total of approximately 34% interest in total issued share capital of the Target Company.

##### **Consideration**

The consideration is in the sum of approximately GBP1,300,000 (equivalent to approximately USD2,015,000) and will be paid by the Purchaser to the Vendors in cash. Together with the first 66% interest in total issued share capital of the Target Company, as per the Previous Announcement, the aggregate consideration of 100% interest in the Target Company is GBP3,200,000 (equivalent to USD4,960,000). The consideration shall be funded by internal and external resources of the Group.

### **Basis of consideration**

The consideration was arrived at normal commercial terms after arm's length negotiations between each of the Vendors and the Purchaser after taking into account its customers and suppliers base and relationship, product development and technical know-how, its financial statements and position and growth prospect of the Target Company. The Board deems the consideration as fair and reasonable and in the interests of the Shareholders as a whole.

### **Completion of the Acquisition**

Upon completion of the Acquisition, the Target Company will be a wholly-own subsidiary of the Group and the financial results of the Target Company will be consolidated with the results of the Group.

### **Information of the Assets to be acquired**

The Target Company is a company incorporated in England and Wales whose principal business is development, manufacture and distribution of a wide range of high technology products for the scientific research and industrial markets. Products include florescence spectrometers, lasers, gas detection and monitoring products.

The Target Company's net profit before and after tax for the year ended 31 March 2012 were approximately GBP438,000 (2011: GBP316,000) and approximately GBP457,000 (2011: GBP306,000) respectively. As at 31 March 2012, the net assets of the Target Company was approximately GBP2,404,000 (2011: GBP2,097,000).

### **Reasons for the Acquisition**

In line with the Group's business strategy to expand into European market, the Acquisition is an opportunity to enable the Group to expand its presence in Europe and in the business of development, manufacture and sale of a wide range of high technology products. All these are expected to contribute to greater efficiency and returns. This acquisition will also allow Techcomp to acquire complimentary technology as well as leverage on the brand equity of Edinburgh Instruments Limited.

The Directors (including the independent non-executive Directors) consider that the terms for the Shares Purchase Agreement is on normal commercial terms, and the terms thereof are fair and reasonable and are in the best interests of the Group and the Shareholders as a whole.

### **Implications under the Listing Rules**

As one or more of the applicable percentage ratios as defined in Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Share Purchase Agreement is greater than 5% but less than 25%, the Share Purchase Agreement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification and announcement requirements set out in Rule 14.34 of the Listing Rules.

### **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, other than through their respective shareholdings in the Company.

By Order of the Board  
**Techcomp (Holdings) Limited**  
**Sin Sheung Nam Gilbert**  
Company Secretary

Hong Kong, 27 February 2013

*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.*

*Note: For reference purpose only, the conversion of GBP to US dollars is based on the exchange rate of GBP1.00 to USD1.55 in this announcement.*

*\*For identification purpose only*