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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)

(1) INSIDE INFORMATION – PLACING OF SHARES BY THE CONTROLLING SHAREHOLDER;

AND

(2) UPDATE ON THE STATUS OF PUBLIC FLOAT

Placing Agent of the controlling shareholder



This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement dated 11 September 2018 jointly issued by the Offeror and the Company in relation to, among others, the close of the Listco Offers, the results of the Listco Offers, the public float of the Company and the suspension in trading of the Shares (the “**Close of Listco Offers Announcement**”), the clarification announcement dated 12 September 2018 (the “**Clarification Announcement**”), the announcement of the Company dated 21 September 2018 in relation to the grant of waiver (the “**Waiver**”) from strict compliance with Rule 8.08(1)(a) of the Listing Rules for the period commencing from 11 September 2018 to 31 October 2018 (the “**Waiver Announcement**”), the announcement of the Company dated 31 October 2018 in relation to the extension of the Waiver (the “**Extension of Waiver**”) from 1 November 2018 to 31 December 2018 (the “**Extension of Waiver Announcement**”) and the announcement of the Company dated 27 November 2018 in relation to the resumption guidance (the “**Resumption Guidance Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Close of Listco Offers Announcement, Clarification Announcement, Waiver Announcement, Extension of Waiver Announcement and Resumption Guidance Announcement.

PLACING OF SHARES BY THE CONTROLLING SHAREHOLDER

As set out in the Clarification Announcement, immediately after the close of the Listco Offers, subject to the due registration of the transfer of the Offer Shares under the Listco Share Offer to the Offeror in respect of which valid acceptances were received, a total of 13,643,005 Shares, representing approximately 4.95% of the total issued share capital of the Company as at the date of the Clarification Announcement, were held by the public (within the meaning of the Listing Rules). Accordingly, the Company cannot fulfil the minimum public float requirement set out under Rule 8.08(1)(a) of the Listing Rules.

The Company was informed by the Offeror, the controlling shareholder of the Company who is interested in 261,793,995 Shares (representing approximately 95.05% of the entire issued share capital of the Company as at the date of this announcement), that on 3 December 2018, in order to assist the Company to restore the public float, the Offeror had entered into a placing agreement (the “**Placing Agreement**”) with China Industrial Securities International Capital Limited (the “**Placing Agent**”) for the placing of 60,597,000 Shares (the “**Placing Shares**”) held by the Offeror at a placing price of HK\$3.267 per Placing Share (the “**Placing**”), on a best effort basis to placees who are third parties independent of the Company and its connected persons (as defined under the Listing Rules) and not parties acting in concert with the Offeror (the “**Placees**”). The 60,597,000 Placing Shares represent approximately 22% of the issued share capital of the Company as at the date of this announcement.

Pursuant to the Placing Agreement, the Placing Agent shall use its best endeavours to ensure that (i) the Placees shall be third parties independent of the Company and its connected persons (as defined under the Listing Rules) and not parties acting in concert with the Offeror ; and (ii) none of the Placees will be allotted with Placing Shares to the extent that any Placee will become a substantial shareholder (as defined under the Listing Rules) of the Company immediately upon completion of the Placing. Completion date of the Placing shall be a date on or before 31 December 2018 or such other date as the Offeror and the Placing Agent shall agree.

RESTORATION OF PUBLIC FLOAT

As at the date of this announcement, the Offeror and the parties acting in concert with it held an aggregate of 261,793,995 Shares, representing approximately 95.05% the issued share capital of the Company. There were 13,643,005 Shares (representing approximately 4.95% of the entire issued share capital of the Company) held in the hands of the public. Immediately upon completion of the Placing (assuming all the Placing Shares are placed), a total of 74,240,005 Shares, representing 26.95% of the issued share capital of the Company, will be held in the hands of the public and accordingly the public float of the Company will be restored. It is expected that completion of the Placing will take place on or before 31 December 2018.

EFFECT OF THE PLACING ON SHAREHOLDING

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) for illustrative purpose only, immediately upon completion of the Placing:

Shareholders	As at the date of this announcement		Immediately upon completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror and parties acting in concert with it	261,793,995	95.05	201,196,995	73.05
Other public Shareholders (including the Placees)	13,643,005	4.95	74,240,005	26.95
Total	275,437,000	100	275,437,000	100

SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange and SGX-ST has been suspended since 9:00 a.m. on Wednesday, 12 September 2018 and will remain suspended until further notice.

Further announcement(s) will be made by the Company in relation to completion of the Placing, the restoration of the public float and the resumption of trading in the Shares as and when appropriate.

The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 3 December 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.

** For identification purpose only*