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## **TECHCOMP (HOLDINGS) LIMITED**

**天美(控股)有限公司\***

*(Incorporated in Bermuda with limited liability)*

*(Company Registration Number: 34778)*

**(Hong Kong Stock Code: 1298)**

**(Singapore Stock Code: T43)**

### **NOTICE OF SPECIAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a SPECIAL GENERAL MEETING of the shareholders (the “**Shareholders**”) of Techcomp (Holdings) Limited (the “**Company**”) will be held at 2.00 pm on 23 March 2016 at Meeting Room 330, Level 3, Suntec Singapore International Convention & Exhibition Centre for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary and special resolutions.

*Unless otherwise defined herein, all capitalised terms herein shall bear the same meanings as those used in the circular of the Company dated Tuesday, 1 March 2016 (the “**Circular**”).*

#### **ORDINARY RESOLUTION – THE PROPOSED CONVERSION OF THE COMPANY’S LISTING STATUS FROM A PRIMARY LISTING TO A SECONDARY LISTING ON THE MAIN BOARD OF THE SGX-ST**

That:

- (a) with effect from a date to be determined by the Directors, approval be and is hereby given for the conversion of the Company’s listing status from a primary listing to a secondary listing on the Main Board of the SGX-ST; and
- (b) any Director and/or officer of the Company be and is/are hereby authorised to complete and do all such acts and things (including but not limited to executing or amending all such documents as may be required) as he may consider expedient, necessary, appropriate or desirable to give effect to this resolution.

#### **SPECIAL RESOLUTION – THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY IN CONNECTION WITH THE PROPOSED CONVERSION**

That subject to and contingent upon the passing of the Ordinary Resolution:

- (a) the amended Bye-laws of the Company as contained in Appendix 3 to the Circular (which incorporates the proposed amendments to the Bye-laws of the Company as contained in Appendix 2 to the Circular) and submitted to this SGM be approved and adopted as the Bye-laws of the Company in substitution for, and to the exclusion of, the existing Bye-laws of the Company with effect from the date of completion of the Proposed Conversion; and
- (b) any Director and/or officer of the Company be and is/are hereby authorised to complete and do all such acts and things (including but not limited to executing or amending all such documents as may be required) as he may consider expedient, necessary, appropriate or desirable to give effect to this resolution.

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

Hong Kong, 1 March 2016

*\* For identification purposes only*

**Registered Office:**

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

**Head office and principal place of business in Hong Kong:**

6/F., Mita Center  
552-566 Castle Peak Road  
Kwai Chung  
Kowloon, Hong Kong

**IMPORTANT:** Please read notes below.

**Notes:**

- (1) A form of proxy for use at the meeting is enclosed herewith.
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- (3) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Singapore Shareholders) as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
- (4) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.
- (6) A Depositor (as defined in the SFA) whose name appears in the Depository Register (as defined in the SFA) and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the attached CDP proxy form and lodge the same at the office of the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Singapore Shareholders) as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
- (7) The register of members of the Company will be closed from Tuesday, 22 March 2016 to Wednesday, 23 March 2016, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the SGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4.30 pm, Monday, 21 March 2016 (for Hong Kong Shareholders), or with the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 for registration no later than 5.00 pm, Monday, 21 March 2016 (for Singapore Shareholders).

**Personal Data Privacy**

- (8) By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*As at the date of this announcement, the executive Directors of the Company are Mr. Lo Yat Keung (President) and Mr. Chan Wai Shing, and the independent non-executive Directors of the Company are Mr. Seah Kok Khong, Manfred, Mr. Ho Yew Yuen and Mr. Teng Cheong Kwee.*