
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Techcomp (Holdings) Limited (the “Company”), you should at once hand this Circular, the notice of the annual general meeting (the “AGM”) and the accompanying form of proxy to the purchaser or to the stockbroker or to the bank or to the agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

This Circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for securities of the Company.

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)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS AND GENERAL MANDATE TO ISSUE NEW SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at Meeting Room 334, Level 3, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593, on Friday, 19 May 2017 at 10:00 a.m. (or any adjournment thereof) is set out on pages 13 to 16 of this Circular. Whether or not you are able to attend the AGM, please complete the form of proxy accompanying this Circular in accordance with the instructions printed thereon and return the same to 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 Shareholders in Hong Kong), or the Company’s share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Shareholders in Singapore), as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

* For identification purposes only

18 April 2017

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DEFINITIONS

In this Circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2016 Share Issue Mandate”	the share issue mandate granted to the Directors at the annual general meeting of the Company on 29 April 2016 to exercise all the powers of the Company to allot, issue and deal with not more than the sum of 50% of the total number of issued Shares (excluding treasury shares), of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to the Shareholders shall not exceed 20% of the total number of the issued Shares (excluding treasury shares)
“AGM”	the annual general meeting of the Company to be convened and held at Meeting Room 334, Level 3, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 19 May 2017 at 10:00 a.m. (or any adjournment thereof)
“AGM Notice”	the notice convening the AGM as set out on pages 13 to 16 of this Circular
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company currently in force
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“CDP”	The Central Depository (Pte) Limited
“Circular”	this circular
“Companies Ordinance”	the Companies Ordinance (Chapter 622, the Laws of Hong Kong), as amended, modified or supplemented from time to time
“Company”	Techcomp (Holdings) Limited, a company incorporated in Bermuda with limited liability, the Shares of which are primarily listed on the Main Board of the SEHK and secondarily listed on the Main Board of the SGX-ST
“controlling shareholder(s)”	has the meaning ascribed to this term under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	The Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	7 April 2017, being the latest practicable date prior to the printing of this Circular for the purpose of ascertaining certain information contained in this Circular
“Listing Manual”	the Listing Manual of the SGX-ST
“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“New Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with additional Shares of not exceeding 20% of the total number of the issued Shares (excluding treasury shares) as at the date of passing the proposed ordinary resolution contained in item 7 of the AGM Notice
“PRC”	The People’s Republic of China, and for the purpose of this Circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“S\$”	Singapore dollars, the lawful currency of Singapore
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFA”	the Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong), as amended, modified or supplemented from time to time
“SGX-ST”	The Singapore Exchange Securities Trading Limited
“Share(s)”	the ordinary share(s) of US\$0.05 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s) in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose securities accounts the Shares are credited and where the registered holder is CCASS
“substantial shareholder(s)”	has the meaning ascribed to this term under the Listing Rules
“treasury share(s)”	share(s) of the Company that was/were or is/are treated as having been acquired and held by the Company and has/have been held continuously by the Company since it/they was/were so acquired and has/have not been cancelled pursuant to the laws of Bermuda
“US\$”	United States dollars, the lawful currency of the United States of America
“%” or per cent.	percentage or per centum

DEFINITIONS

The expressions “Depositor”, “Depository Agent” and “Depository Register” shall have the respective meanings ascribed to them in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and vice versa. Words importing persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular shall be a reference to Hong Kong time unless otherwise stated.

In the event of any inconsistency between the English version of this Circular (including the Notice of AGM) and the proxy form, and the Chinese version of this Circular (including the Notice of AGM) and the proxy form, the English version shall prevail.

LETTER FROM THE BOARD

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)

Executive Directors

Mr. Lo Yat Keung (President)

Mr. Chan Wai Shing

Mr. Christopher James O'Connor

Registered Office

Canon's Court, 22 Victoria Street

Hamilton HM 12, Bermuda

Independent non-executive Directors

Mr. Seah Kok Khong, Manfred

Mr. Ho Yew Yuen

Mr. Teng Cheong Kwee

*Head Office and Place of Business in Hong Kong
under the Companies Ordinance*

6/F., Mita Center

552-566 Castle Peak Road

Kwai Chung

Kowloon

Hong Kong

18 April 2017

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS AND
GENERAL MANDATE TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this Circular is to provide the Shareholders with information on the resolutions to be proposed at the AGM for the approval of the re-election of the retiring Directors and the grant of the New Share Issue Mandate.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 104 and Bye-law 107(B) of the Bye-laws, Mr. Christopher James O'Connor, Mr. Lo Yat Keung and Mr. Teng Cheong Kwee will retire from the office of Director at the AGM and, being eligible, will offer themselves for re-election at the AGM. The re-election of Directors under resolution no. 2, no. 3 and no. 4 of the AGM Notice will be individually voted on by the Shareholders. The information required to be disclosed under the Listing Rules in relation to the retiring Directors proposed for re-election are set out in the Appendix to this Circular.

* For identification purposes only

LETTER FROM THE BOARD

3. NEW SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 29 April 2016, the Directors have been granted the 2016 Share Issue Mandate to exercise all the powers of the Company to allot, issue and deal with not more than the sum of 50% of the total number of issued Shares (excluding treasury shares), of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to the Shareholders shall not exceed 20% of the total number of the issued Shares (excluding treasury shares).

The 2016 Share Issue Mandate will, unless revoked or varied by the Company in a general meeting by ordinary resolution, expire at the conclusion of the AGM, or at the expiration of the period within which the Company is required by the rules of the SEHK or the SGX-ST (if applicable), or any applicable laws of Hong Kong, Bermuda or Singapore to hold its next annual general meeting, whichever occurs first.

The Company has converted its listing status on the Main Board of the SGX-ST from a primary listing to a secondary listing with effect from 23 March 2016. Following the conversion of the Company's listing status from a primary listing to a secondary listing on the Main Board of the SGX-ST, the Company is not required to comply with the Listing Manual unless otherwise required or applied by the SGX-ST. Going forward, the Company will only comply with the requirements under the Listing Rules, and other applicable laws in Bermuda, Hong Kong and Singapore.

In light of the expiry of the 2016 Share Issue Mandate and in order to provide flexibility to the Directors to issue new Shares when it is in the interest of the Company, the Directors propose for the adoption of the New Share Issue Mandate at the forthcoming AGM.

The Listing Rules provide that the New Share Issue Mandate shall be subject to a restriction that the aggregate number of Shares to be allotted, issued or dealt with shall not exceed 20% of the total number of issued Shares (excluding treasury shares) in the capital of the Company as at the date of passing of the resolution granting the general mandate by the Shareholders.

An ordinary resolution as set out in item no. 7 in the AGM Notice will be proposed at the AGM to seek the approval of the Shareholders to grant to the Directors generally and unconditionally the New Share Issue Mandate to allot, issue or deal with Shares whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, the "Instruments") that might or would require Shares to be allotted, issued or dealt with, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that the aggregate number of Shares to be issued (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this ordinary resolution no. 7) shall not exceed 20% of the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this ordinary resolution no. 7.

Unless revoked or varied by the Company in a general meeting by ordinary resolution, the New Share Issue Mandate will expire at the conclusion of the next annual general meeting, or at the expiration of the period within which the Company is required by the rules of the SEHK or the SGX-ST (if applicable), or any applicable laws of Hong Kong, Bermuda or Singapore to hold its next annual general meeting, whichever occurs first.

Subject to the passing of the resolution no. 7 for the approval of the grant of the New Share Issue Mandate and assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the New Share Issue Mandate to allot, issue and deal with a maximum of 55,087,400 Shares.

LETTER FROM THE BOARD

4. DIRECTORS' RECOMMENDATION

The Board considers that the re-election of the retiring Directors and the grant of the New Share Issue Mandate are in the interests of the Group and are not prejudicial to the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions relating to the re-election of the retiring Directors and the grant of the New Share Issue Mandate to be proposed at the AGM.

5. AGM

The AGM, the notice of which is circulated with this Circular, will be convened and held at Meeting Room 334, Level 3, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593, on Friday, 19 May 2017 at 10:00 a.m. (or any adjournment thereof) for the purpose of, among other things, considering and, if thought fit, passing, with or without any modifications, the resolutions in relation to the re-election of the retiring Directors and the grant of the New Share Issue Mandate.

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of the Shareholders at the AGM will be taken by poll and the results of poll will be published on the websites of the SEHK, the SGX-ST and the Company on the day of the above meeting.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 Shareholders in Hong Kong), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Shareholders in Singapore) as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish. In such event, the relevant form of proxy shall be deemed to be revoked.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Circular is accurate and complete in all respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from other sources and/or reproduced in this Circular in its proper form and context.

LETTER FROM THE BOARD

8. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions set out in the AGM Notice to be proposed at the AGM.

Your attention is drawn to the information set out in Appendix to this Circular.

Yours faithfully
For and on behalf of the Board
Techcomp (Holdings) Limited
Lo Yat Keung
President

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

DIRECTORS TO BE RETIRED AT THE AGM PURSUANT TO BYE-LAW 104:

1. Mr. Lo Yat Keung (“Mr. Lo”) (*President and Executive Director*)

Mr. Lo aged 58, is the President, an executive Director of the Company and the founder of the Group. Techcomp Limited was incorporated by Mr. Lo in January 1991. Mr. Lo was appointed to the Board and nominated as the President of the Company on 9 February 2004. He was re-elected as a Director on 30 April 2014. He is responsible for the overall management and operations of the Group and for charting and reviewing the corporate directions and strategies. He is also responsible for making plans for the future development and growth of the Group; considering and implementing changes in the Group’s organizational structure and maintaining and developing good relations with the governmental agencies and public figures of any country which the Group has or will have operations therein. With over 20 years of experiences in the life science research and equipment industry, he has been instrumental in the growth of the Group. Mr. Lo graduated with a Bachelor of Science from the Chinese University of Hong Kong in 1981 and obtained a Master in Business Administration from the same university in 1986.

Mr. Lo, is the Chairman and the Chief Executive Officer of the Company. He plays a vital role in developing the business of the Group and provides leadership and vision to the Group, as well as responsibility for the workings of the Board and ensures that procedures are introduced to comply with the Singapore Code and the Hong Kong Code.

Save as disclosed above, Mr. Lo is not connected with any Directors, senior management or substantial shareholder or controlling shareholder of the Company and did not hold any directorship in any other listed companies on the SEHK or SGX-ST or any other stock exchange during the three years prior to the Latest Practicable Date.

Mr. Lo entered into a service agreement with the Company pursuant to which he agreed to act as the executive Director for an initial term of three years with effect from 26 January 2004, and which shall automatically continue from year to year upon expiry of its term, unless either of the parties thereto notifies the other party by giving not less than six months’ notice in writing provided that the Company shall have the option to pay salary in lieu of any required period of notice. Mr. Lo is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Bye-laws of the Company. Mr. Lo last retired and was re-elected as an executive Director at the Company’s annual general meeting on 30 April 2014.

Mr. Lo is entitled to an annual salary of US\$190,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions. Pursuant to the said service agreement, Mr. Lo shall be entitled to management bonus in such sum as the Board may in its absolute discretion decide.

As at the Latest Practicable Date, Mr. Lo was deemed to be interested in 112,456,500 Shares within the meaning of Part XV of the SFO, representing approximately 40.83% of the entire issued share capital of the Company and therefore a controlling shareholder of the Company.

As far as the Directors are aware, save as disclosed above, there are no other matters concerning the re-election of Mr. Lo as an executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Lo that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

2. Mr. Teng Cheong Kwee (“Mr. Teng”) (Independent Non-Executive Director)

Mr. Teng aged 63, an independent non-executive Director, the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. He was appointed to the Board on 28 May 2004 and was re-elected as Director on 27 April 2015. From 1979 to 1989, he was with the Singapore Securities Industry Council Secretariat (“SIC”), a body set up to administer the Singapore Code on Takeovers and Mergers in Singapore serving first as Assistant Secretary and later as Secretary. From 1985 to 1989, he served concurrently as Assistant Director, and later as Deputy Director, of the Banking and Financial Institutions Department of the Monetary Authority of Singapore. In 1989, he joined the Stock Exchange of Singapore (“SES”) as Executive Vice President. He was later appointed Executive Vice President and Head, Risk Management & Regulatory Division, of the Singapore Exchange (“SGX”) following the merger of the SES and Singapore International Monetary Exchange (“Simex”) in 1999. Mr. Teng currently also serves as an independent director of several companies listed on the SGX-ST, namely First Resources Limited, AEI Corporation Limited, Memtech International Limited, and AVIC International Maritime Holdings Limited. He is also a director of several unlisted companies. Mr. Teng obtained a Bachelor of Engineering (Industrial) (First Class Honours) and a Bachelor of Commerce from the University of Newcastle, New South Wales, Australia in 1977.

Save as disclosed above, Mr. Teng is not connected with any Directors, senior management or substantial shareholder or controlling shareholder of the Company and did not hold any directorship in any other listed companies on the SEHK or SGX-ST or any other stock exchange during the three years prior to the Latest Practicable Date.

Mr. Teng entered into an appointment letter with the Company on 5 December 2011 for an initial term for three years from the date of listing of the Shares on the Main Board of the SEHK (i.e. 21 December 2011), and may be terminated by either party giving to the other not less than three months’ prior notice in writing. Mr. Teng is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Bye-laws of the Company. Mr. Teng last retired and was re-elected as an independent non-executive Director at the Company’s annual general meeting on 27 April 2015.

Mr. Teng is entitled to an annual Director’s fee of US\$46,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions, subject to the approval by the Shareholders at the forthcoming AGM.

As at the Latest Practicable Date, Mr. Teng did not have any interest in the Shares (within the meaning of Part XV of the SFO).

Pursuant to Code Provision A.4.3 of the Corporate Governance Code as set forth in the Appendix 14 to the Listing Rules, further appointment of an independent non-executive director who has served for more than 9 years should be subject to a separate resolution to be approved by shareholders. The Board has taken into account the need for progressive refreshing of the Board on a regular basis.

Mr. Teng has served as an independent non-executive Director of the Company for more than 9 years. The Board considers that Mr. Teng continues to be independent according to the guidelines as set out in Rule 3.13 of the Listing Rules and he is not connected with any of the Directors, chief executive or substantial shareholders or controlling shareholders of the Company, nor does he have any relationship with the Company, its related companies or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director’s independent business

judgment with a view to safeguarding the best interests of the Company. The Board recommends the Shareholders to re-elect Mr. Teng as an independent non-executive Director for the reasons that the Company is principally engaged in the design, development, manufacture and distribution of analytical instruments, life science equipment and laboratory instruments, and Mr. Teng is familiar with the business of the Company and his ability to exercise independence of judgment in relation to the Company's affairs, which continue to be of significant benefit to the Company.

As far as the Directors are aware, save as disclosed above, there are no other matters concerning the re-election of Mr. Teng as an independent non-executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Teng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

DIRECTOR TO BE RETIRED AT THE AGM PURSUANT TO BYE-LAW 107(B):

3. Mr. Christopher James O'Connor ("Mr. O'Connor") *(Executive Director)*

Mr. O'Connor aged 50, an executive Director of the Company. He was appointed to the Board on 1 September 2016. Mr. O'Connor is currently the Chief Executive Officer of Techcomp (Europe) Limited. He is responsible for Froilabo, Precisa, Edinburgh Instruments, Scion as well as Dynamica distribution in Europe and Latin America. Prior to joining the Group in 2011, Mr. O'Connor was the Managing Director of Barloworld Scientific. He obtained a MA Hons from Cambridge University in 1989 and is a Chartered Mechanical Engineer.

Save as disclosed above, Mr. O'Connor is not connected with any Directors, senior management or substantial shareholder or controlling shareholder of the Company and did not hold any directorship in any other listed companies on the SEHK or SGX-ST or any other stock exchange during the three years prior to the Latest Practicable Date.

Mr. O'Connor entered into a service agreement with the Company with effect from 1 September 2016 for a term of three years subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Bye-laws of the Company.

Mr. O'Connor is entitled to an annual salary of US\$275,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions. Pursuant to the said service agreement, Mr. O'Connor shall be entitled to management bonus in such cum as the Board may in its absolute discretion decide.

As at the Latest Practicable Date, Mr. O'Connor had a personal interest of 700,000 underlying Shares attached to the share options granted by the Company within the meaning of Part XV of the SFO, representing approximately 0.25% of the entire issued share capital of the Company.

As far as the Directors are aware, save as disclosed above, there are no other matters concerning the re-election of Mr. O'Connor as an executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. O'Connor that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Techcomp (Holdings) Limited (the “**Company**”) will be held at 10:00 a.m., on Friday, 19 May 2017 at Meeting Room 334, Level 3, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 and at any adjournment thereof for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the directors’ report and the audited consolidated financial statements of the Company for the financial year ended 31 December 2016 together with the auditors’ report thereon. **(Resolution 1)**
2. To re-elect Mr. Christopher James O’Connor, a director retiring by rotation pursuant to Bye-law 107(B) of the Bye-laws of the Company, as executive director of the Company. **(Resolution 2)**
3. To re-elect Mr. Lo Yat Keung, a director retiring by rotation pursuant to Bye-law 104 of the Bye-laws of the Company, as executive director of the Company. **(Resolution 3)**
4. To re-elect Mr. Teng Cheong Kwee, a director retiring by rotation pursuant to Bye-law 104 of the Bye-laws of the Company, as independent non-executive director of the Company. **(Resolution 4)**

*Mr. Teng Cheong Kwee will, upon re-election as an independent non-executive director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee and will be considered independent for the purposes of Rule 3.13 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Rule 704(8) of the Listing Manual (the “**Listing Manual**”) of The Singapore Exchange Securities Trading Limited.*

5. To approve the payment of directors’ fees of US\$142,000 for the financial year ended 31 December 2016, to be paid quarterly in arrears. (2015: US\$142,000). **(Resolution 5)**
6. To re-appoint Deloitte Touche Tohmatsu as the Company’s auditors and to authorise the directors of the Company (the “**Directors**”) to fix their remuneration. **(Resolution 6)**

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

7. SHARE ISSUE MANDATE

“That authority be and is hereby given to the Directors to:

- (A) (i) offer, allot and issue shares of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise, and/or
- (ii) make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
- (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed twenty percent (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by The Stock Exchange of Hong Kong Limited (the “**SEHK**”) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Shares;
- (iii) and that such authority shall, unless revoked or varied by the Company in general meeting by ordinary resolution, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier; and

NOTICE OF ANNUAL GENERAL MEETING

- (iv) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SEHK and the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (if applicable) from time to time and the provisions of the Listing Rules and the Listing Manual for the time being in force (in each case, unless such compliance has been waived by the SEHK or the SGX-ST (as the case may be)), all applicable legal requirements under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Companies Act (Chapter 50 of Singapore) (the “**Singapore Companies Act**”) and otherwise, the Bye-Laws for the time being of the Company and the applicable laws of Bermuda.”

See Explanatory Notes (i) and (ii) below

(Resolution 7)

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

Hong Kong, 18 April 2017

Explanatory Notes to Resolutions to be passed –

- (i) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of the AGM until the date of the next annual general meeting, or the date by which the next annual general meeting is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding the aggregate of twenty percent (20%) of the existing issued share capital of the Company (excluding treasury shares).

For the purpose of this resolution,

“**Rights Issue**” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

- (ii) **IMPORTANT: Notwithstanding the passing of the Ordinary Resolution 7 proposed in item 7 above, the Company shall from time to time comply with the relevant requirements under the Listing Rules in relation to the issuance of securities, in particular Rules 7.19(6) and 13.36 thereof.**

IMPORTANT: Please read the 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.

NOTICE OF ANNUAL GENERAL MEETING

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 Shareholders in Hong Kong), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Shareholders in Singapore) 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/she 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 of the Company 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 Securities and Futures Act, Chapter 289 of Singapore (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/her behalf, or if such Depositor is a corporation, should complete the accompanying CDP form of proxy 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 Shareholders in Singapore) 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, 16 May 2017 to Friday, 19 May 2017, 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 meeting, all share transfers, accompanied by the relevant share certificates, must be lodged with 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 registration not later than 4:30 p.m., Monday, 15 May 2017 (for Shareholders in Hong Kong), 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 not later than 5:00 p.m., Monday, 15 May 2017 (for Shareholders in Singapore).
8. **Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.