

TECHCOMP INSTRUMENT LIMITED

(Incorporated in the BVI with limited liability)

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FORM OF ACCEPTANCE AND TRANSFER FOR USE IF YOU WANT TO ACCEPT THE PRIVATECO OFFER.

All words and expressions defined in the offer document dated on or around 21 August, 2018 issued by Circle Brown Limited (as the same may be subsequently amended, supplemented or modified) (the "Privateco Offer Document") shall, unless the context otherwise requires, have the same meaning when used in this form of acceptance and transfer. The provisions of Appendix I of the Privateco Offer Document are incorporated into and form part of this form of acceptance and transfer.

<p>BOX A NAME(S) AND ADDRESS(ES) OF REGISTERED PRIVATECO SHAREHOLDER(S)</p>	<p>BOX B REGISTERED HOLDING OF PRIVATECO SHARES AS AT 14 AUGUST 2018 (equivalent to entitlement to number of Privateco Shares pursuant to the Distribution In Specie)</p>
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FORM OF ACCEPTANCE AND TRANSFER OF SHARE(S) OF PAR VALUE OF US\$0.001 EACH IN THE ISSUED SHARES OF TECHCOMP INSTRUMENT LIMITED

This form of acceptance and transfer must be completed in full

SG Transfer Agent:

M & C Services
Private Limited
112 Robinson Road,
#05-01, Singapore
068902

Note: Insert the total number of Privateco Shares for which the Privateco Offer is accepted.



FOR THE CONSIDERATION stated below, the registered shareholder(s) named in Box A above ("Transferor(s)") hereby transfer(s) to the "Transferee" named below the share(s) of par value of US\$0.001 each in the issued shares of Techcomp Instrument Limited ("Privateco Shares") specified below.

Number of Privateco Share(s)(Note)	Figures	Words
CONSIDERATION	Cash: HK\$0.84 in cash for each Privateco Share	
TRANSFEEE	Name : CIRCLE BROWN LIMITED Correspondence address : 6/F., Mita Center, 552-566 Castle Peak Road, Kwai Chung, Hong Kong Occupation : Corporation	

Signed by the Transferor(s) in the presence of:

SIGNATURE OF WITNESS

NAME OF WITNESS _____

Address _____

Occupation _____

Signature(s) of Transferor(s) _____

Telephone number of Transferor(s) _____

Date of Submission of this form of acceptance and transfer _____

**ALL JOINT
HOLDERS
MUST SIGN HERE**

The signing Privateco Shareholder(s) hereby acknowledge(s) that the Privateco Offer is conditional upon the terms and conditions as set out in the Privateco Offer Document and that the signing and submission of this form of acceptance and transfer by the signing Privateco Shareholder(s) do not render the transfer of Privateco Shares contemplated hereunder effective. The transfer of Privateco Shares contemplated hereunder shall be subject to the signing by the Transferee on the date of transfer stated below.

DO NOT COMPLETE

For and on behalf of
Circle Brown Limited

Signed by the Transferee in the presence of:

Name of Witness

Signature of Witness _____

Address _____

Occupation _____

Date of transfer _____

Signature(s) of Transferee or its duly authorised agent(s) _____

THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this form of acceptance and transfer ("FAT SG") or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of par value of US\$0.001 each ("Privateco Shares") in the issued shares of TECHCOMP INSTRUMENT LIMITED ("Privateco"), you should at once hand this FAT SG and the accompanying Privateco Offer Document to the purchaser or the transferee, or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

The making of the Privateco Offer or the acceptance thereof by persons not being a resident of Hong Kong or Singapore or with a registered address in jurisdictions outside Hong Kong or Singapore may be affected by the laws of the relevant jurisdictions. Independent Privateco Shareholders who are citizens, residents or nationals of jurisdictions outside Hong Kong or Singapore should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions. It is the responsibility of any such persons who wish to accept the Privateco Offer to satisfy themselves as to the full observance of all applicable legal and regulatory requirements of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consent which may be required or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in respect of such jurisdiction. Any acceptance by any such persons will be deemed to constitute a representation and warranty from such person to Circle Brown Limited that he/she is permitted under all applicable laws and regulations to receive and accept the Privateco Offer, and any revision thereof, and that, such acceptance shall be valid and binding in accordance with applicable laws. Independent Privateco Shareholders should consult their professional advisers if in doubt.

HOW TO COMPLETE THIS FORM

You should read the Privateco Offer Document before completing this FAT SG. To accept the conditional voluntary cash offer for the Privateco Shares (the "Privateco Offer") made by Somerley Capital Limited ("Somerley Capital") on behalf of Circle Brown Limited ("Circle Brown") to acquire your Privateco Shares at a cash price of HK\$0.84 each, you should complete and sign this FAT SG and forward this entire FAT SG either by hand, to Circle Brown Limited c/o M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902; or by post, in the enclosed pre-addressed envelope at your own risk, to Circle Brown Limited c/o M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, in either case so as to arrive not later than 4:00 p.m. on Tuesday, 18 September 2018 or such later time(s) or date(s) as may be announced from time to time by or on behalf of Circle Brown (the "Closing Date"). If this completed and signed form is delivered by post to Circle Brown, please use the enclosed pre-addressed envelope. It is your responsibility to affix adequate postage on the said envelope. If you have made a written request for a share certificate in respect of the Privateco Shares held by you to the SG Transfer Agent prior to the Closing Date, then in order to accept the Privateco Offer, the share certificate(s) in respect of your Privateco Shares must be submitted to the SG Transfer Agent together with this FAT SG duly completed and signed by you.

FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE PRIVATECO OFFER

To: Somerley Capital and Circle Brown

- My/Our execution of this FAT SG overleaf which shall be binding on my/our successors and assignees shall constitute:
 - my/our irrevocable instruction and authority to each of Circle Brown and/or Somerley Capital and/or their respective agent(s), in relation to the number of Privateco Shares tendered under the Privateco Offer, to send a cheque crossed "Not Negotiable – Account Payee Only" drawn in my/our favour for the consideration to which I/we shall have become entitled under the terms of the Privateco Offer, by ordinary post at my/our risk to the person named below or, if no name and/or address is stated below, to me/to the first-named Privateco Shareholder of joint registered holders of Privateco Shares at the address shown in the register of members of Privateco;
(Here insert name and address of the person to whom the cheque is to be sent if different from the registered Privateco Shareholder or the first-named Privateco Shareholder of joint registered holders of Privateco Shares.)

Name: (in block capitals) _____
 - my/our irrevocable instruction and authority to each of Circle Brown and/or Somerley Capital and/or such person or persons as any of Circle Brown or Somerley Capital may direct to complete and execute any document on my/our behalf and to do any other act that may be necessary or expedient for the purpose of vesting my/our Privateco Shares in Circle Brown or such person or persons as it may direct;
 - my/our undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our Privateco Shares tendered under the Privateco Offer to Circle Brown or such person or persons as it may direct free from all rights of pre-emption, options, liens, claims, equities, charges, encumbrances and third party rights of any nature and together with all rights attaching or accruing thereto including the right to receive all dividends and distributions declared, made or paid on or after the date of the issue of my/our Privateco Shares; and
 - my/our agreement to ratify each and every act or thing which may be done or effected by Circle Brown or Somerley Capital or any of their respective agent(s) or such person or persons as it/they may direct on the exercise of any of the authorities contained herein.
- In the event of the Privateco Offer lapsing or in the event that my/our acceptance is not valid in accordance with the terms of the Privateco Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I/we hereby irrevocably authorise and request you to return to me/us this FAT SG duly cancelled, by ordinary post at my/our risk to the person named in paragraph 1(i) above or, if no name and/or address is stated above, to me or the first-named Privateco Shareholder (in the case of joint registered holders of Privateco Shares) at the address shown in the register of members of Privateco.
- I/we understand and agree that cheque(s) issued for acceptance of the Privateco Offer not presented for payment within six months from the date of issue of the relevant cheques will not be honoured and will be of no further effect and that, in such circumstances, I/we should contact Circle Brown for payment.
- I/we hereby warrant to you that I am/we are the registered holder(s) of the number of Privateco Shares specified in this FAT SG and that I/we have the full right, power and authority to sell and pass the title and ownership of such Privateco Shares to Circle Brown by way of acceptance of the Privateco Offer.
- I/we hereby warrant and undertake to Circle Brown and/or Somerley Capital and/or Privateco that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the register of members of Privateco in connection with my/our acceptance of the Privateco Offer, including the obtaining of any governmental, exchange control or other consent which may be required to comply with other necessary formalities or legal requirements.
- I/we understand that acceptance of the Privateco Offer by me/us will be deemed to constitute a warranty by me/us to Circle Brown, Privateco and Somerley Capital that (a) the number of Privateco Share(s) specified in this FAT SG will be sold free from all rights of pre-emption, options, liens, claim, equities, charges, encumbrances or third party rights of any nature and the relevant Privateco Shares are sold with all rights attaching or accruing thereto, including the right to receive all dividends and distributions declared, paid or made on or after the date of the issue of those Privateco Shares; and (b) I/we have not taken or omitted to take any action which will or may result in Circle Brown, Privateco, Somerley Capital or any other person acting in breach of the legal or regulatory requirements of any territory in connection with the Privateco Offer or my/our acceptance thereof, and am/are permitted under all applicable laws to receive and accept the Privateco Offer, and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws.
- I/we undertake to Circle Brown and/or Somerley Capital and/or Privateco that I/we shall be responsible for the payment of any transfer or other taxes payable in respect of the jurisdiction where my/our address is located as set out in the register of members of Privateco.
- I/we acknowledge that, save as expressly provided in the Privateco Offer Document and in this FAT SG, all acceptances, instructions, authorities and undertakings hereby given shall be irrevocable.
- I/we understand that no acknowledgement of receipt of this FAT SG by the SG Transfer Agent will be given.
- I/we irrevocably undertake, represent, warrant and agree to and with Circle Brown and Somerley Capital (so as to bind my/our successors and assigns) that in respect of the Privateco Shares which are accepted under the Privateco Offer, which acceptance has not been validly withdrawn, and which have not been registered in the name of Circle Brown or as it may direct, to give:
 - an authority to Privateco and/or its agents from me/us to send any notice, circular, warrant or other document or communication which may be required to be sent to me/us as a member of Privateco to Circle Brown;
 - an irrevocable authority to Circle Brown or its agents to sign any consent to short notice of any general meeting of Privateco on my/our behalf and/or to attend and/or to execute a form of proxy in respect of such Privateco Shares appointing any person nominated by Circle Brown to attend such general meeting (or any adjournment thereof) and to exercise the votes attaching to such Privateco Shares on my/our behalf, such votes to be cast in a manner to be determined at the sole discretion of Circle Brown subject to the Takeovers Code (if applicable); and
 - my/our agreement not to exercise any of such rights without the consent of Circle Brown and my/our irrevocable undertaking not to appoint a proxy for, or to attend any, such general meeting and subject as aforesaid, to the extent I/we have previously appointed a proxy, other than Circle Brown or its nominee or appointee, for or to attend or to vote at the general meeting of Privateco, I/we hereby expressly revoke such appointment.

PERSONAL DATA

Personal Information Collection Statement

This personal information collection statement informs you of the policies and practice of Circle Brown and the SG Transfer Agent in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) as the same may be amended, modified or supplemented from time to time (the "Privacy Ordinance").

1. Reasons for the collection of your personal data

To accept the Privateco Offer for your Privateco Shares, you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed.

2. Purpose

The personal data which you provide on this form may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification of compliance with the terms and application procedures set out in the Privateco Offer Document and this form;
- registering transfers of Privateco Share(s) out of your name;
- maintaining or updating the relevant register of holders of Privateco Shares;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from Circle Brown, Privateco and/or their respective subsidiaries or agents such as Somerley Capital and the SG Transfer Agent;
- compiling statistical information and shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements;
- any other purposes in connection with the business of Circle Brown, Privateco or the SG Transfer Agent; and
- any other incidental or associated purposes relating to the above and/or to enable Circle Brown and/or Somerley Capital and/or Privateco to discharge their obligations to Privateco Shareholders and/or under applicable regulations, and any other purposes to which Privateco Shareholders may from time to time agree or be informed of.

3. Transfer of personal data

The personal data provided in this form will be kept confidential but Circle Brown, Somerley Capital and/or the SG Transfer Agent may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- Circle Brown and/or Privateco and/or their respective subsidiaries or agents such as Somerley Capital and the SG Transfer Agent;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to Privateco and/or Somerley Capital and/or the SG Transfer Agent in connection with the operation of its business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, professional accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom Circle Brown, Somerley Capital, Privateco and/or the SG Transfer Agent consider(s) to be necessary or desirable in the circumstances.

4. Access and correction of personal data

The Privacy Ordinance provides you with the right to ascertain whether Circle Brown, Somerley Capital, Privateco and/or the SG Transfer Agent hold(s) your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Privacy Ordinance, Circle Brown, Somerley Capital, Privateco and the SG Transfer Agent have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to Circle Brown, Somerley Capital, Privateco or the SG Transfer Agent (as the case may be).

BY SIGNING THIS FORM YOU AGREE TO ALL OF THE ABOVE.