

**PROPOSED MERGER OF SUNNINGDALE PRECISION INDUSTRIES LTD AND
TECH GROUP ASIA LTD BY WAY OF A SCHEME OF ARRANGEMENT UNDER
SECTION 210 OF THE COMPANIES ACT, CHAPTER 50 OF SINGAPORE**

Introduction

On 11 January 2005 ("Announcement Date"), the respective boards of directors of Sunningdale Precision Industries Ltd ("SPI") and Tech Group Asia Ltd ("TGA") jointly announced that SPI and TGA have entered into a merger agreement for purposes of a proposed merger between SPI and TGA by way of a scheme of arrangement under Section 210 of the Companies Act, Chapter 50 of Singapore (the "Scheme").

Dealings

In compliance with Rule 12.1 of the Singapore Code on Take-overs and Mergers, SPI wishes to announce that pursuant to a shares purchase agreement dated 26 January 2005 and entered into between LDM Technologies, Inc., a substantial shareholder of SPI, as seller, and NewSmith Capital Partners (Asia) Pte Ltd, as purchaser, LDM Technologies, Inc. disposed of the following issued and paid-up ordinary shares of S\$0.15 each in SPI (the "Shares") on 31 January 2005:-

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|---|------------|
| 1. Total number of Shares sold | 46,598,941 |
| 2. Percentage of issued share capital of SPI | 14.524% |
| 3. Price received per Share (excluding brokerage commission, clearing fees and GST) | S\$0.738 |
| 4. Resultant total number of Shares owned or controlled by LDM Technologies, Inc. | 3,200,000 |
| 5. Resultant total percentage of issued capital held by LDM Technologies, Inc. | 0.997% |

Ms Julie Nguyen Brown, a director of SPI, is deemed to be interested in the Shares held by LDM Technologies, Inc. by virtue of Section 7 of the Companies Act, Chapter 50 of Singapore.

Current Shareholdings of LDM Technologies, Inc. and Ms Julie Nguyen Brown

As at Announcement Date: As at the Announcement Date (being 11 January 2005), and based on the latest information available to SPI, Ms Julie Nguyen Brown and LDM Technologies, Inc. had direct interests in an aggregate of 49,798,941 Shares representing approximately 15.521% of the issued and paid-up share capital of SPI.

As at the date of this Announcement: Taking into account the above Share sale, as at the date of this Announcement, Ms Julie Nguyen Brown and LDM Technologies, Inc. owned, or are deemed to own, 3,200,000 Shares representing approximately 0.997% of the issued and paid-up share capital of SPI.

Save as disclosed in this Announcement, and based on the latest information available to SPI as at the date of this Announcement, none of Ms Julie Nguyen Brown and/or LDM Technologies, Inc. owns, controls or has agreed to acquire any Shares or securities which carry voting rights in SPI or are convertible into Shares or securities which carry voting rights in SPI, or rights to subscribe for or options in respect of Shares or such securities.

Responsibility Statement

The directors of SPI (including those who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and their opinions expressed herein are fair and accurate and that no material facts have been omitted from this Announcement and they jointly and severally accept responsibility accordingly.

Submitted by Soh Hui Ling, Company Secretary on 1 February 2005 to the SGX