

**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 21 January 2005 and entered into between LDM Technologies, Inc., a substantial shareholder of SPI, as seller, and Dr Ng Boon Hoo, a director and substantial shareholder of SPI, as purchaser, Dr Ng acquired, and 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:-

(i) Dr Ng Boon Hoo, a director and substantial shareholder of SPI:-

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|----|--|-------------|
| 1. | Total number of Shares purchased by Dr Ng Boon Hoo from LDM Technologies, Inc. | 3,200,000 |
| 2. | Percentage of issued share capital of SPI | 0.997% |
| 3. | Price paid per Share (excluding brokerage commission, clearing fees and GST) | S\$0.68 |
| 4. | Resultant total number of Shares owned or controlled by Dr Ng Boon Hoo | 122,505,144 |
| 5. | Resultant total percentage of issued capital held by Dr Ng Boon Hoo | 38.184% |

Mdm Lim Juak Hwa, a director of SPI, is the spouse of Dr Ng Boon Hoo and as such is deemed to be interested in the Shares held through him by virtue of Section 164 of the Companies Act, Chapter 50 of Singapore.

(ii) LDM Technologies, Inc., a substantial shareholder of SPI:-

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|----|--|-----------|
| 1. | Total number of Shares sold by LDM Technologies, Inc. to Dr Ng Boon Hoo | 3,200,000 |
| 2. | Percentage of issued share capital of SPI | 0.997% |
| 3. | Price received per Share (excluding brokerage commission, clearing fees and GST) | S\$0.68 |
| 4. | Resultant total number of Shares owned or controlled by LDM Technologies, Inc. | 0 |

5. Resultant total percentage of issued capital held by LDM 0% Technologies, Inc.

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 Persons Relevant to Dr Ng Boon Hoo and LDM Technologies, Inc.

As at the Announcement Date (being 11 January 2005), and based on the latest information available to SPI:-

- (i) Dr Ng Boon Hoo, Mdm Lim Juak Hwa and Sunningdale Holdings Pte Ltd (a substantial shareholder of SPI and a company in which Dr Ng Boon Hoo and Mdm Lim Juak Hwa have interests of 90% and 10% respectively in its issued and paid-up share capital) (each a "Relevant Person to Dr Ng"), had direct interests in an aggregate of 119,305,144 Shares representing approximately 37.186% of the issued and paid-up share capital of SPI; and
- (ii) Ms Julie Nguyen Brown and LDM Technologies, Inc. (each a "Relevant Person to Ms Brown"), 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 announced by the Company on 1 February 2005, pursuant to a shares purchase agreement dated 26 January 2005 and entered into between LDM Technologies, Inc., as seller, and NewSmith Capital Partners (Asia) Pte Ltd, as buyer, the direct interest of Ms Julie Nguyen Brown and LDM Technologies, Inc. was reduced from an aggregate of 49,798,941 Shares representing approximately 15.521% of the issued and paid-up share capital of SPI to an aggregate of 3,200,000 Shares representing approximately 0.997% of the issued and paid-up share capital of SPI.

As at the date of this Announcement, and pursuant to the disposal of Shares by LDM Technologies, Inc. in favour of Dr Ng Boon Hoo as set out in this Announcement, the direct interest of Ms Julie Nguyen Brown and LDM Technologies, Inc. was further reduced from an aggregate of 3,200,000 Shares representing approximately 0.997% of the issued and paid-up share capital of SPI to nil.

As at the date of this Announcement, and pursuant to the acquisition of Shares by Dr Ng Boon Hoo from LDM Technologies, Inc., the direct interest of the Relevant Persons to Dr Ng was increased from an aggregate of 119,305,144 Shares representing approximately 37.186% of the issued and paid-up share capital of SPI to an aggregate of 122,505,144 Shares representing approximately 38.184% 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 the Relevant Persons to Dr Ng 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.

Save as disclosed in this Announcement, and based on the latest information available to SPI as at the date of this Announcement, none of the Relevant Persons to Ms Brown 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