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## **TECH PRO TECHNOLOGY DEVELOPMENT LIMITED**

**德普科技發展有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 03823)**

### **PROPOSED BONUS ISSUE OF SHARES**

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The Board recommends a Bonus Issue to the Qualifying Shareholders on the basis of one (1) Bonus Share for every five (5) existing Shares held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Shares will rank pari passu in all respect with the Shares then in issue. The Bonus Shares will be credited as fully paid at par by way of capitalisation of the amount equal to the total par value of the Bonus Shares standing to the credit of the share premium account of the Company.

The register of members of the Company will be closed from Thursday, 13 November 2014 to Friday, 14 November 2014, both days inclusive, to ascertain and determine the entitlement of the Shareholders under the Bonus Issue. To qualify for the Bonus Issue, any transfer of Shares must be lodged for registration no later than 4:00 p.m. on Wednesday, 12 November 2014.

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares.

#### **GENERAL**

The circular containing, among other things, details of the Bonus Issue and a notice of the EGM will be despatched to the Shareholders as soon as practicable.

## **PROPOSED BONUS ISSUE OF SHARES**

The Board recommends a Bonus Issue to the Qualifying Shareholders on the basis of one (1) Bonus Share for every five (5) existing Shares held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. Details of the Bonus Issue are set out below:

### **Basis of Bonus Issue**

Subject to the conditions set out under the paragraph headed “Conditions of the Bonus Issue” below having been fulfilled, the Bonus Shares will be issued and credited as fully paid at par on the basis of one (1) Bonus Share for every five (5) existing Shares held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date.

On the basis of 1,230,649,129 existing Shares in issue as at the date of this announcement, and assuming no further Shares will be issued or repurchased before the Record Date, it is anticipated that 246,129,825 Bonus Shares will be allotted and issued under the Bonus Issue. The Bonus Shares will be credited as fully paid at par by way of capitalisation of the amount equal to the total par value of the Bonus Shares standing to the credit of the share premium account of the Company. After the completion of the Bonus Issue, there will be a total of 1,476,778,954 Shares in issue as enlarged by the allotment and issue of the Bonus Shares.

### **Record Date and closure of register of members**

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated in the paragraph headed “Overseas Shareholders” below.

The register of members of the Company will be closed from Thursday, 13 November 2014 to Friday, 14 November 2014 (both days inclusive), during which no transfer of Shares will be effected, in order to ascertain and determine the entitlement of the Shareholders under the Bonus Issue.

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are 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, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 12 November 2014.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until after the Record Date.

## **Overseas Shareholders**

If as at the close of business on the Record Date, a Shareholder's address as recorded on the register of members of the Company is in a place outside Hong Kong, the Board will make enquiries as to whether the Bonus Issue to the Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas places or the requirements of the relevant regulatory body or stock exchange. If, after making such enquiry, the Board is of the opinion that there is no legal restriction(s) under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, such Overseas Shareholders will be permitted to participate in the Bonus Issue. If, however, after making such enquiry, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restriction(s) under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, not to offer to such Overseas Shareholders, no issue of the Bonus Shares will be made to such Overseas Shareholders.

Overseas Shareholders receiving a copy of the circular concerning the Bonus Issue may not treat the same as an invitation to participate in the Bonus Issue unless such invitation could lawfully be made to him/her/it without having to comply with any registration or other legal requirements in the relevant territory.

In circumstances where any Overseas Shareholders are not permitted to participate in the Bonus Issue, arrangements will then be made for the Bonus Shares which would otherwise have been issued to those Overseas Shareholders to be sold in the market as soon as practicable after dealings in Bonus Shares commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to the respective shareholding and remittances will be posted to them, at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100, in which case it will be retained for the benefit of the Company.

The Bonus Shares are to be issued by the Company with the preference and intention that the Shareholders do not on-sell the Bonus Shares but remain medium to long term holders of such Bonus Shares. It is the responsibility of the Shareholders (including Overseas Shareholders) to observe the local legal requirements applicable to the Shareholders for taking up and on-sale (if applicable) of the Bonus Shares under the Bonus Issue.

All Shareholders residing outside Hong Kong should consult their bankers or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the Bonus Shares.

## **Status of Bonus Shares**

The Bonus Shares, upon issued, will rank *pari passu* in all respects with the Shares then in issue, including the entitlement to receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares.

## **Fraction of Bonus Shares**

The total number of Bonus Shares to be issued to any Shareholders will be rounded down to a whole number, if there are any fractional entitlements of the Bonus Shares. Such fractional entitlements arising from the Bonus Issue (if any) will not be issued to the Shareholders, but will be cancelled by the Company.

## **Conditions of the Bonus Issue**

The completion of the Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the EGM;
- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and articles of association of the Company to effect the Bonus Issue.

Application will be made to the Listing Committee of the Stock Exchange in respect of such approval for the listings of, and permission to deal in, the Bonus Shares. Apart from making listing application to the Listing Committee of the Stock Exchange, the Board does not propose to make application to any other stock exchanges for the listing of and permission to deal in, the Bonus Shares. No new class of securities is to be listed pursuant to the Bonus Issue and that all necessary arrangements will be made to enable the Bonus Shares to be admitted into the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited.

## **Adjustments of Warrant exercise price and Convertible Bonds conversion price**

As at the date of this announcement, save for (i) the outstanding Warrants entitling the holders thereof to subscribe for up to 129,672,885 new Shares, and (ii) the Convertible Bonds in the outstanding principal amount of HK\$187,280,000 convertible into up to 45,280,464 new Shares, the Company has no outstanding options, warrants or securities which are convertible or exchangeable into Shares. The Bonus Issue may lead to adjustments to the exercise price and the number of Shares which may fall to be issued upon exercise of the outstanding Warrants, as well as the conversion price and the number of Shares which may fall to be issued upon exercise of the conversion right attaching to the outstanding Convertible Bonds. The Company will make further announcement upon the aforesaid adjustments, if any adjustment is required and to be made.

## **Certificates for the Bonus Shares**

It is expected that certificates for the Bonus Shares will be posted on Monday, 24 November 2014, after all the conditions having been fulfilled, at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealings in the Bonus Shares are expected to commence on Tuesday, 25 November 2014.

## **Expected timetable**

The expected timetable for the Bonus Issue is set out below:

**2014**

(Hong Kong time)

Last day of dealing in the Shares on a cum-entitlement basis	Monday, 10 November
First day of dealing in the Shares on an ex-entitlement basis	Tuesday, 11 November
Latest time for lodging transfers of the Shares for registration in order to qualify for the Bonus Issue	4:00 pm on Wednesday, 12 November
Closure of register of members of the Company for determination of entitlement under the Bonus Issue	Thursday, 13 November to Friday, 14 November
Record date for determination of entitlements under the Bonus Issue	Friday, 14 November
Register of members re-opens	Monday, 17 November
Despatch of share certificates for Bonus Shares	Monday, 24 November
Dealing in Bonus Shares commence	Tuesday, 25 November

All times stated in this announcement refer to Hong Kong times. Dates stated in this announcement for events in the timetable are indicative only and may be extended or varied. Any changes to the anticipated expected timetable for the Bonus Issue will be announced as and when appropriate.

## **Reasons for the proposed Bonus Issue**

The Board proposes the Bonus Issue in recognition of the continual support of the Shareholders and will also enhance the liquidity of the Shares in the market and thereby enlarge the shareholder and capital base of the Company. The Directors are of the view that the Bonus Issue will allow the Shareholders to participate in the business growth of the Company by way of capitalisation of a portion of the share premium account and be a return to the long-term support of the Shareholders.

## **GENERAL**

A circular containing, among other things, details of the Bonus Issue, will be despatched to the Shareholders as soon as practicable.

To the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Bonus Issue at the EGM.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Bonus Issue”	the proposed allotment and issue of Bonus Shares to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of one (1) Bonus Share for every five (5) existing Shares held
“Bonus Shares”	the new Shares to be allotted and issued by way of Bonus Issue by the Company as described in this announcement
“Company”	Tech Pro Technology Development Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Convertible Bonds”	the convertible bonds due 2019 issued by the Company of an aggregate outstanding principal of HK\$187,280,000 convertible into up to 45,280,464 new Shares at the initial conversion price of HK\$4.136 per Share (subject to adjustment)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for approving, among other things, the Bonus Issue
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholders”	Overseas Shareholder(s) who is(are) excluded from participating in the Bonus Issue, details of which have been included in the paragraph headed “Overseas Shareholders” in this announcement (if any)
“Overseas Shareholders”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date and whose address(es) as shown in the register of members on that date is(are) outside Hong Kong (if any)

“Qualifying Shareholders”	holders of Shares, not being Non-Qualifying Shareholders, whose addresses as shown on the register of members of the Company on the Record Date and are entitled to the Bonus Issue
“Record Date”	Friday, 14 November 2014, being the date for ascertaining and determining the entitlement of the Shareholders to the Bonus Issue
“Share(s)”	ordinary issued share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Warrant(s)”	collectively, (i) non-listed warrants in the outstanding principal amount of HK\$88,999,911 issued by the Company entitling the holder(s) thereof to subscribe for up to 29,666,637 new Shares at the initial exercise price of HK\$3 per Share (subject to adjustment); and (ii) non-listed warrants in the outstanding principal amount of HK\$12,184 issued by the Company entitling the holder(s) thereof to subscribe for up to 6,248 new Shares at the initial exercise price of HK\$1.95 per Share (subject to adjustment); and (iii) non-listed warrants in the outstanding principal amount of HK\$395,000,000 issued by the Company entitling the holder(s) thereof to subscribe for up to 100,000,000 new Shares at the initial exercise price of HK\$3.95 per Share (subject to adjustment)
“HK\$ and cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board  
**Tech Pro Technology Development Limited**  
**Li Wing Sang**  
*Chairman*

Hong Kong, 26 September 2014

*As at the date of this announcement, the executive Directors are Mr. Li Wing Sang, Mr. Liu Xinsheng and Mr. Chiu Chi Hong; the independent non-executive Directors are Mr. Lau Wan Cheung, Mr. Ng Wai Hung and Mr. Tam Tak Wah.*