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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, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tech Pro Technology Development Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSAL FOR BONUS ISSUE OF SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at Unit 1402, 14/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Friday, 7 November 2014 at 10:30 a.m. is set out on pages 10 to 12 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the extraordinary general meeting or any adjournment thereof.

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof and in such event, the proxy shall be deemed to be revoked.

17 October 2014

CONTENTS

	<i>Page</i>
Definitions	1
Expected Timetable	4
Letter from the Board	5
Notice of EGM	10

DEFINITIONS

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

“Article(s)” or “Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“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 Share(s)”	the new Share(s) to be allotted, issued and credited as fully paid-up Shares under the Bonus Issue
“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 in 2019 issued by the Company of an aggregate outstanding principal amount of HK\$20,000,000 convertible into up to 4,835,589 new Shares at the initial conversion price of HK\$4.136 per Share (subject to adjustment)
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on Friday, 7 November 2014 at 10:30 a.m. to consider and, if thought fit, approve, among other things, the Bonus Issue
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	14 October 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholders”	those Overseas Shareholders, whose the Board, after making enquiries pursuant to Rule 13.36(2) of the Listing Rules, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Bonus Issue to them (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 record date for determination of entitlements to the Bonus Issue
“Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“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.

EXPECTED TIMETABLE

Set out below is the expected timetable of the Bonus Issue.

2014
(Hong Kong time)

Latest time to return form of proxy for the EGM	10:30 a.m. on Wednesday 5 November
Latest time for lodging transfers of the Shares for registration in order to attend and vote at the EGM	4:00 p.m. on Wednesday, 5 November
Closure of register of members of the Company for determination of eligibility of Shareholders to attend and vote at the EGM	Thursday, 6 November to Friday, 7 November (both days inclusive)
Date and time of the EGM	10:30 a.m. on Friday, 7 November
Publish the poll results announcement	Friday, 7 November
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 p.m. 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 (both days inclusive)
Record date for determination of entitlements under the Bonus Issue	Friday, 14 November
Register of members of the Company 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 circular refer to Hong Kong times. Dates stated in this circular 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.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Li Wing Sang
Mr. Liu Xincheng
Mr. Chiu Chi Hong

Independent non-executive Directors:

Mr. Tam Tak Wah
Mr. Ng Wai Hung
Mr. Lau Wan Cheung

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 1402, 14/F, Low Block
Grand Millennium Plaza
181 Queen's Road Central
Central
Hong Kong

17 October 2014

To the Shareholders and, for information only, the holders of the Warrants and the Convertible Bonds

Dear Sir or Madam,

**PROPOSAL FOR BONUS ISSUE OF SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 September 2014 pursuant to which the Board announces the proposed Bonus Issue of Bonus Shares on the basis of one (1) Bonus Share for every five (5) existing Shares.

The purpose of this circular is to provide you with information relating to the resolution to be proposed at the EGM for the approval of terms of the Bonus Issue, and the notice of the EGM.

The Bonus Issue is proposed to be made to the Shareholders whose names appear on the register of members of the Company on the Record Date. The principal terms of the Bonus Issue are set out below.

LETTER FROM THE BOARD

PROPOSAL FOR BONUS ISSUE OF SHARES

Basis of Bonus Issue

Subject to the conditions as set out under the sub-paragraph heading “Conditions of Bonus Issue” below, the Bonus Issue is proposed to be made on the basis of one (1) Bonus Share for every five (5) existing Shares held on the Record Date by the Qualifying Shareholders. The Bonus Shares will be issued and credited as fully paid at par, by capitalization of such amount standing to the credit of the share premium account of the Company. On the basis of 1,271,094,003 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or purchased before the Record Date, 254,218,800 Bonus Shares will be issued under the Bonus Issue (representing approximately 20% of the issued share capital as at the Latest Practicable Date and the Record Date), and HK\$2,542,188 standing to the credit of the share premium account of the Company will be capitalized for paying up in full at par 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 under the sub-paragraph heading “Non-Qualifying Shareholders” below.

The register of members of the Company will be closed from Thursday, 13 November 2014 to Friday, 14 November 2014 in order to determine the entitlement of the Shareholders under the Bonus Issue. In order to qualify for the Bonus Issue, all transfers accompanied by the relevant share certificates must be lodged with the Registrar by no later than 4:00 pm on Wednesday, 12 November 2014.

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.

Non-Qualifying Shareholders

The issue of Bonus Shares to Overseas Shareholders under the proposed Bonus Issue may be affected by the laws of their relevant jurisdictions.

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.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has no Overseas Shareholders as shown on the register of members of the Company. Should there be any Overseas Shareholders whose addresses as shown in the register of members of the Company on the Record Date are in jurisdictions outside Hong Kong, enquiry will be made by the Board pursuant to Rule 13.36(2)(a) of the Listing Rules. Based on the results of such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient, the Bonus Shares will not be granted to the Non-Qualifying Shareholders. In such circumstances, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case it will be retained for the benefits 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.

Status of Bonus Shares

The Bonus Shares, upon issued, will rank pari passu with the Shares then existing in all respects, including the entitlement of 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 Bonus Issue

The completion of the Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the EGM of the Company to be held;
- (ii) the Listing Committee of the Stock Exchange granting the listings of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirement (if any) under the applicable laws of the Cayman Islands and the Articles of Association to effect the Bonus Issue.

LETTER FROM THE BOARD

Application will be made to the Listing Committee of the Stock Exchange in respect of such listings of, and permission to deal in, the Bonus Shares. The Bonus Shares to be issued pursuant to the Bonus Issue are subject to the grant of the listing approval by the Stock Exchange for the listing 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 securities of the Company are listed or dealt in on any other stock exchanges. 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 Latest Practicable Date, 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\$20,000,000 convertible into up to 4,835,589 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 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.

EGM

A notice convening the EGM to be held at Unit 1402, 14/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Friday, 7 November 2014 at 10:30 a.m. is set out on pages 10 to 12 of this circular. Ordinary resolution will be proposed at the EGM to approve the Bonus Issue and the transactions contemplated thereunder.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return enclosed proxy form in accordance with the instructions printed thereon to the office of the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the extraordinary general meeting or any adjournment thereof.

LETTER FROM THE BOARD

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof and in such event, the proxy shall be deemed to be revoked.

The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

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 material 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.

RECOMMENDATION

The Directors consider the proposal for Bonus Issue is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Bonus Issue and no Shareholder is required to abstain from voting on any resolution to be proposed at the EGM.

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

NOTICE OF EGM



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Tech Pro Technology Development Limited (the “Company”) will be held at Unit 1402, 14/F, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Friday, 7 November 2014 at 10:30 a.m., for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution), the following be and is hereby approved:

- (a) upon the recommendation of the directors (the “**Directors**”) of the Company, such amount standing to the credit of the share premium account of the Company be capitalized and the Directors be and are hereby authorized to apply such amount in paying up in full at par of such number of new shares (the “**Shares**”) of HK\$0.01 each in the capital of the Company (“**Bonus Shares**”) on the basis of one (1) Bonus Share for every five (5) existing Shares in issue on the Record Date (as defined below), and the Directors be authorized to allot, issue and distribute the Bonus Shares, which are credited as fully paid, to the members of the Company whose names appear on the principal or branch register of members of the Company in Hong Kong (the “**Register of Members**”) as at the close of business on Friday, 14 November 2014 (or such other record date as the Directors may approve) (the “**Record Date**”), other than those members (the “**Non-Qualifying Shareholders**”) whose addresses as shown on the Register of Members at the close of business on the Record Date are in jurisdiction outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and the memorandum and articles of association of the Company (if any), on the basis of one (1) Bonus Share for every five (5) existing Shares then held by them respectively (the “**Bonus Issue**”), and the Directors be authorized to settle, as they consider appropriate, any difficulty in regard to any distribution of the Bonus Shares;

NOTICE OF EGM

- (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum and articles of association of the Company and, rank *pari passu* in all respects with the existing issued Shares as at the date of passing this resolution;
- (c) the Directors be and hereby authorized to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case the Directors be and are hereby authorized to retain such amount for the benefit of the Company; and
- (d) the Directors be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

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

Hong Kong, 17 October 2014

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place

of business in Hong Kong:
Unit 1402, 14/F, Low Block
Grand Millennium Plaza
181 Queen’s Road Central
Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote in his behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, shall be delivered to the office of the Hong Kong branch share registrars and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the EGM or any adjournment thereof.

NOTICE OF EGM

4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.
5. Where there are joint holders of any Shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
6. Completion and return of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to revoked.
7. The transfer books and Register of Members will be closed from Thursday, 6 November 2014 to Friday, 7 November 2014 both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:00 p.m. on Wednesday, 5 November 2014.