



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)

PROXY FORM

Form of proxy for use by shareholders at the **Extraordinary General Meeting** of Tech Pro Technology Development Limited (the "Company") to be held at 10:30 a.m. on 7 November 2014 (Friday), at Unit 1402, 14/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong (or any adjournment thereof)

I/We¹ _____
of² _____
being the registered holder(s) of³ _____ shares of
HK\$0.01 each of the abovenamed Company HEREBY APPOINT⁴ _____
of _____
or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at 10:30 a.m. on 7 November 2014 (Friday), at Unit 1402, 14/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong, for the purpose of considering and, if thought fit, passing the ordinary resolution set out in the notice convening such meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	For ⁵	Against ⁵
To approve the bonus issue of the shares on the basis of one (1) bonus share for every five (5) existing shares of HK\$0.01 each in the Company and authorize the directors of the Company to exercise all the powers of the Company and take all steps in their discretion as may be desirable/necessary or expedient to give effect to or in connection with the bonus issue of shares and the transactions contemplated thereunder.		

Date this _____ day of _____ 2014

Signature(s)⁶⁻¹⁰: _____

Notes:

1. Full name(s) to be inserted in **BLOCK CAPITALS**.
2. Full address(es) to be inserted in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
4. If any proxy other than the Chairman of the meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either executed under its common seal or under the hands of an officer or attorney or other person duly authorised.
7. In the case of joint registered holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
8. In order to be valid, this form of proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the meeting or any adjourned meeting.
9. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
10. Completion and return of this form of proxy will not preclude you from attending the meeting in person if you so wish. In such event, this form of proxy will be deemed to have been revoked.