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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)

(1) NUMBER OF BONUS SHARES ISSUED; AND (2) ADJUSTMENTS TO WARRANTS

The number of Bonus Shares issued under the Bonus Issue was 255,185,918.

The exercise price of Shares which may fall to be allotted and issued upon exercise of the outstanding Warrants are adjusted in the manner as described herein.

Reference is made to the circular (the “**Circular**”) of Tech Pro Technology Development Limited (the “**Company**”) dated 17 October 2014 and the announcement (the “**Announcement**”) of the Company in relation to the poll results of the extraordinary general meeting of the Company dated 7 November 2014. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

NUMBER OF BONUS SHARES ISSUED

As disclosed in the Circular and the Announcement, the Bonus Issue was made on the basis of one (1) Bonus Share for every five (5) existing Shares in issue held on the Record Date, i.e. 14 November 2014, by the Qualifying Shareholders. As at 14 November 2014, there were in total 1,275,929,593 Shares in issue. Since the fractional entitlements of the Bonus Shares were cancelled by the Company, the number of Bonus Shares issued under the Bonus Issue was 255,185,918.

Based on the register of members of the Company as at 14 November 2014, there were no Qualifying Shareholders with registered addresses which were outside Hong Kong. Therefore, all the Qualifying Shareholders were entitled to participate in the Bonus Issue, and there were no Overseas Shareholders (to whom the Bonus Shares were granted).

ADJUSTMENTS TO WARRANTS

As at the date of this announcement, the Company has outstanding Warrants entitling the holders thereof to subscribe for up to 129,672,885 new Shares.

Pursuant to the terms of the Warrants, the exercise price of the Warrants (the “**Warrant Shares**”) which may fall to be allotted and issued upon exercise of the Warrants shall be adjusted in the manner set forth below as a result of the Bonus Issue with effect from 24 November 2014:

| Date of issue | Number of Warrant Shares to be allotted and issued upon exercise of the Warrants | Exercise price per Warrant Share (HK\$) | Adjusted exercise price per Warrant Share (HK\$) |
|----------------------|---|--|---|
| 7 December 2012 | 29,666,637 | 3.00 | 2.50 |
| 7 December 2012 | 6,248 | 1.95 | 1.63 |
| 20 June 2014 | 100,000,000 | 3.95 | 3.29 |

The Company’s auditor, BDO Limited, has performed agreed-upon procedures and issued a report of its factual findings with respect of the adjustments to Warrants stated above.

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

Hong Kong, 24 November 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.