

THIS CIRCULAR IS IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer 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 with form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES;
(2) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF THE RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (the "AGM") of the Company to be held at Room 1804, 18/F, Tower I, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 28 May, 2015 (Thursday) at 10:00 a.m. is set out on page 14 to 18 of this circular. A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

23 April 2015

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I – EXPLANATORY STATEMENT	8
APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	12
NOTICE OF ANNUAL GENERAL MEETING	14

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Room 1804, 18/F, Tower I, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 28 May 2015 (Thursday) at 10:00 a.m. to consider and, if thought fit, to approve, among other things, the proposed grant of the New General Mandate and the New Repurchase Mandate, and the proposed re-election of Directors;
“AGM Notice”	the notice convening the AGM set out on pages 14 to 18 of this circular;
“Articles”	articles of association of the Company;
“associate(s)”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Companies Law”	the Companies Law (2013 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time of time;
“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;
“connected person”	has the same meaning as defined in the Listing Rules;
“Current General Mandate”	the general mandate approved at the annual general meeting of the Company held on 26 May 2014 authorising the Directors to allot and issue Shares of up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution;
“Current Repurchase Mandate”	the repurchase mandate approved at the annual general meeting of the Company held on 26 May 2014 authorising the Directors to repurchase up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution;
“Director(s)”	the directors of the Company;

DEFINITIONS

“Group”	the Company and all of its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“New General Mandate”	the general mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of the AGM and any additional Shares repurchased by the Company pursuant to the New Repurchase Mandate granted to the Directors as at the date of the AGM;
“New Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to enable them to repurchase the Shares not exceeding 10% of the issued share capital of the Company as at the date of the AGM;
“Latest Practicable Date”	17 April 2015, 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;
“PRC”	The People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan Region;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Takeovers Code” the Hong Kong Code on Takeovers and Mergers; and

“%” per cent.



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 Xinsheng

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

*Principal place of business
in Hong Kong:*

Unit 1402, 14/F, Low Block

Grand Millennium Plaza

181 Queen's Road Central

Central

Hong Kong

23 April 2015

To the Shareholders of the Company

Dear Sir or Madam,

**(1) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES;
(2) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF THE RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to, inter alia, provide you with details of (i) the proposed granting of New General Mandate and New Repurchase Mandate; (ii) an explanatory statement regarding the New Repurchase Mandate; (iii) the proposed re-election of Directors; and (iv) notice of the AGM.

LETTER FROM THE BOARD

CURRENT GENERAL MANDATE AND CURRENT REPURCHASE SHARES

At the annual general meeting of the Company held on 26 May 2014, Shareholders approved, among other things, an ordinary resolution to grant to the Directors the general mandate to allot and issue not more than 246,129,825 Shares, being 20% of the aggregate nominal amount of the issued share capital of the Company of 1,230,649,129 Shares as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the Current General Mandate has been utilised by the Company to the extent of (i) 100,000,000 new Shares may fall to be allotted and issued upon full exercise of the subscription rights attaching to the 100,000,000 unlisted warrant issued pursuant to the placing agreement dated 10 June 2014 and entered into between the Company and Enlighten Securities Limited; (ii) 5,000,000 new Shares allotted and issued as a consideration for the entering into a spokesperson agreement between LEDUS Lighting Technology Limited, a wholly owned subsidiary of the Company, and True Regent International Limited pursuant to which Madam Bibi Mariam Maria Cordero, a successful singer and artist in Hong Kong, Macau and Asia will be the spokesperson for the Group's own LED lighting branded product "LEDUS". As at the Latest Practicable Date, approximately 42.66% of the Current General Mandate has been utilized and no Shares have been repurchased by the Company; whether on the Stock Exchange or otherwise.

PROPOSED GRANT OF NEW GENERAL MANDATE AND NEW REPURCHASE MANDATE

Unless otherwise renewed, the Current General Mandate will lapse at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to grant to the Directors New General Mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to extend the New General Mandate to Shares repurchased by the Company pursuant to the New Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the New General Mandate or the New Repurchase Mandate (if granted to the Directors at the AGM).

LETTER FROM THE BOARD

The New General Mandate and the New Repurchase Mandate will expire at the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company.

As at the Latest Practicable Date, a total of 1,589,115,511 Shares were in issue. Subject to the passing of the ordinary resolutions granting the New General Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot and issue a maximum of 317,823,102 Shares, representing 20% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM.

As at the Latest Practicable Date, the Company has no outstanding Options granted under the Share Option Scheme or any convertible securities which entitles the holders thereof to convert the same into Shares.

An explanatory statement containing information regarding the New Repurchase Mandate is set out in the Appendix I to this circular.

RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

Mr. Liu Xinsheng and Mr. Ng Wai Hung will retire from office as Directors by rotation at the AGM and being eligible, offer themselves for re-election pursuant to Article 87 of the Articles. Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

DIRECTOR RESPONSIBILITY

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.

AGM

A notice convening the AGM to be held at Room 1804, 18/F, Tower I, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 28 May 2015 (Thursday) at 10:00 a.m. is set out on pages 14 to 18 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

LETTER FROM THE BOARD

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return enclosed proxy form in accordance with the instructions printed thereon to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof if you so wish.

RECOMMENDATION

The Directors consider that the granting of the New General Mandate, the New Repurchase Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the forthcoming AGM.

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

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the New Repurchase Mandate proposed to be granted to the Directors.

This explanatory statement contains all the information required pursuant to rule 10.06 of the Listing Rules which is set out as follows:

STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

SHARE CAPITAL

As at the Latest Practicable Date, the issue share capital of the Company comprised 1,589,115,511 Shares which are fully paid.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorized to exercise the powers of the Company to repurchase a maximum of 158,911,551 Shares.

REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subjects to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

The Directors do not propose to exercise the New Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date and up to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	3.292A	3.15A
May	3.308A	3.167A
June	3.867A	3.183A
July	3.908A	3.742A
August	3.817A	3.542A
September	4.375A	3.592A
October	5.025A	4.183A
November	5.40	4.975A
December	6.49	4.96
2015		
January	6.15	5.64
February	5.99	5.66
March	6.26	5.87
April (till the Latest Practicable Date)	6.22	6.55

A = adjusted

SHARE REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

POSSIBLE MATERIAL ADVERSE IMPACT

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2014) in the event that the New Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the New Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the Company's working

capital requirements or the gearing levels. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the New Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the regulations set out in the memorandum and articles of association of the Company.

EFFECT OF THE TAKEOVERS CODE

If as a result of Shares repurchased by the Company pursuant to the New Repurchase Mandate, a substantial Shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (as that term is defined in the Takeovers Code), could, depending on the level of increase of the shareholding, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Directors, the following persons were directly or indirectly had an interest in 5% or more of the nominal value of the Shares that carry a right to vote in all circumstances at general meetings of the Company:

Name	Number of issued shares held	Approximate percentage of shareholding
Li Wing Sang ("Mr. Li") (<i>Note a</i>)	278,577,200	17.53%
Chiu Chi Hong ("Mr. Chiu") (<i>Note a</i>)	86,368,000	5.43%

Note a: Mr. Li and Mr. Chiu are executive Directors of the Company.

In the event that the Directors exercised in full the power to repurchase shares of the Company in accordance with the terms of the Ordinary Resolution no. 5 to be proposed at the AGM, the aforesaid interests of Mr. Li and Mr. Chiu in the Shares as at the Latest Practicable Date would be proportionally increased to approximately 19.48% and 6.04% respectively. In view of this it would be expected that none of the aforesaid parties would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors have no present intention to exercise the New Repurchase Mandate to such extent as would give rise to an obligation to make a mandatory offer under the Takeovers Code or if the repurchase would result in less than 25% of the issued share capital of the Company being held in public hands. Save as above, the Directors are not aware of any consequences which would arise under the Takeovers Code if the New Repurchase Mandate is to be exercised in full.

DIRECTORS' DEALINGS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intends to sell Shares to the Company under the New Repurchase Mandate in the event that such mandate as proposed in the Ordinary Resolution no. 5 is approved by the Shareholders.

CONNECTED PERSONS

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that such mandate as proposed in the Ordinary Resolution no. 5 is approved by the Shareholders.

Set out below are details of the proposed Directors to be re-elected at the AGM

Mr. Liu Xinsheng (劉新生), aged 46, is an executive director of the Company. He is responsible for the Board's general affairs. Mr. Liu graduated from Nanjing Audit College (南京審計學院) specialising in accounting in 1991. He is a registered international internal auditor, a registered tax agent of the PRC and an accounting professional. Mr. Liu has over 10 years' experience in the field of accounting and auditing. Prior to joining the Group in February 2006 as the board secretary of Changzhou Huawei Electronics Company Limited, a wholly-owned subsidiary of the Company which was disposed in 2013, he worked in the auditing department of Panda Electronics Group Company (熊貓電子集團公司) from July 1991 to December 1998, was the manager of the auditing department of Jiangsu Technology Import and Export Company (江蘇技術進出口公司) from January 1999 to February 2003, the general manager of auditing and legal department and cost control department of Nanjing Chixia Development Company Limited (南京棲霞建設股份有限公司) from February 2003 to February 2006. Mr. Liu is currently the director of certain subsidiaries of the Company. Save as disclosed above, Mr. Liu did not hold any directorship in any listed public company in the last three years.

Mr. Liu is a shareholder of the Company within the meaning of Part XV of SFO but he does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Liu has entered into a director's service agreement with the Company for a term of three years subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The director's remuneration of Mr. Liu is HK\$360,000 per annum which is determined with reference to his duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Ng Wai Hung (吳偉雄), aged 51, was appointed as an independent non-executive Director of the Company on 8 April 2011. He is a practising solicitor and a partner in Iu, Lai & Li, a Hong Kong firm of solicitors. Mr. Ng practises in the areas of securities law, corporate law and commercial law in Hong Kong. Mr. Ng is also an independent non-executive director of another five companies listed on the Main Board and one company listed on the Growth Enterprise Market of the Stock Exchange, namely, Fortune Sun (China) Holdings Limited (stock code: 352), Gome Electrical Appliances Holding Limited (stock code: 493), Sustainable Forest Holdings Limited (stock code: 723), Trigiant Group Limited (stock code: 1300), On Time Logistics Holdings Limited (stock code: 6123) and China Star Cultural Media Group Limited (stock code: 8172). Mr. Ng was also an independent non-executive director of Ares Asia Limited (stock code: 645), Talent Property Group Limited (stock code: 760), Perception Digital Holdings Limited (stock code: 1822) and Qingdao Holdings International Limited (stock code: 499), all are the company listed on the Main Board of the Stock Exchange and resigned in February 2011, January 2012, August 2014 and September 2014, respectively.

Save as disclosed above, Mr. Ng did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any position with the Company and other members of the Group or other major appointments and qualifications.

Mr. Ng does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he had no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Ng has entered into a director's service agreement with the Company for a term of two years, which may be terminated by either party thereto giving to the other not less than one month's prior written notice and is entitled to receive an annual salary of HK\$180,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Tech Pro Technology Development Limited (the “**Company**”) will be held at Room 1804, 18/F, Tower I, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 28 May 2015 (Thursday) at 10:00 a.m. for considering and, if though fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts and reports of the directors and of the auditors of the Company and its subsidiaries for the year ended 31 December 2014;
2. To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;
3. (a) Mr. Liu Xinsheng be re-elect as an executive director of the Company and to authorise the board of directors of the Company to fix his director’s remuneration; and

(b) Mr. Ng Wai Hung be re-elect as an independent non-executive director of the Company and to authorise the board of directors of the Company to fix his director’s remuneration;
4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares (“**Shares**”) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options (including warrants, bonds and debentures convertible into shares of the Company), deeds and other

NOTICE OF ANNUAL GENERAL MEETING

documents which would or might require the exercise of such powers during or after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) and (b) of this resolution, otherwise than pursuant to:
 - (i) a rights issue (as hereinafter defined); or
 - (ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or
 - (iii) the exercise of any option under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares of the Company; or
 - (iv) any scrip dividends scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; and
 - (v) a specific authority granted by the shareholders of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraphs (c) and (d) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the Shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“Recognised Stock Exchange”), and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with the applicable laws of the Cayman Islands and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or the rules of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of Shares which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the approval pursuant to paragraph (a) of this resolution be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 as set out in the notice (the “**Notice**”) convening this meeting, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares in the capital of the Company pursuant to the resolution numbered 4 as set out in the Notice be and the same is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution numbered 5 as set out in the Notice provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

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

Hong Kong, 23 April 2015

Notes:

- (1) Any member of the Company entitled to attend and vote at the aforesaid meeting 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 AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

NOTICE OF ANNUAL GENERAL MEETING

- (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 AGM or any adjournment thereof.
- (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 AGM or any adjournment thereof in cases where the AGM 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 AGM, 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 AGM, 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 of the Company 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 AGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to revoked.
- (7) An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolutions no. 5 as set out in this notice is enclosed.
- (8) The transfer books and Register of Members of the Company will be closed from 26 May 2015 to 27 May 2015 both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the AGM, 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 25 May 2015.
- (9) Details of Mr. Liu Xinsheng and Mr. Ng Wai Hung proposed to be re-elected as directors of the Company at the AGM are set out in Appendix II to this circular.