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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 SHARE SUBDIVISION

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The Board proposes to subdivide each (1) existing issued and unissued Share of HK\$0.01 of the Company into four (4) Subdivided Shares of HK\$0.0025 each.

The Share Subdivision will become effective after the conditions set out in the paragraph headed "Conditions of the Share Subdivision" below are fulfilled. All Subdivided Shares will rank pari passu with each other in all respects with the Shares in issue prior to the Share Subdivision and the rights attached to the Subdivided Shares will not be affected by the Share Subdivision.

Upon the Share Subdivision becoming effective, the board lot size for trading of the Subdivided Shares will remain unchanged at 2,000 Subdivided Shares for each board lot.

GENERAL

An EGM will be convened and held to approve the Share Subdivision in which an ordinary resolution to approve the Share Subdivision will be proposed.

The Circular containing, among other things, further details of the Share Subdivision, including the trading arrangement in respect of the Subdivided Shares, together with a notice of the EGM will be despatched to the Shareholders on or around 27 July 2015.

PROPOSED SHARE SUBDIVISION

The Board proposes to subdivide each (1) existing issued and unissued Share of HK\$0.01 in the capital of the Company into four (4) Subdivided Shares of HK\$0.0025 each.

All Subdivided Shares will rank pari passu with each other in all respects with the Shares in issue prior to the Share Subdivision and the rights attached to the Subdivided Shares will not be affected by the Share Subdivision.

As at the date of this announcement, the authorised share capital of the Company was HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each, of which 1,621,715,511 Shares have been issued and are fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$20,000,000 divided into 8,000,000,000 Subdivided Shares, of which 6,486,862,044 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are issued or repurchased prior to the Share Subdivision becoming effective.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Subdivision; and
- (b) the Listing Committee granting the listing of, and permission to deal in, the Subdivided Shares.

The Share Subdivision shall become effective after the conditions of the Share Subdivision mentioned above are fulfilled.

Arrangement of odd lot trading

Upon the Share Subdivision becoming effective, the board lot size for trading of the Subdivided Shares will remain unchanged at 2,000 Subdivided Shares for each board lot. In order to facilitate the trading of odd lots (if any) of the Subdivided Shares, the Company has appointed Enlighten Securities Limited to stand in the market to match the purchase and sale of odd lots of the Subdivided Shares at the relevant market price for the period commencing on 1 September 2015 and ending on 22 September 2015 (both dates inclusive). Holders of odd lots of the Subdivided Shares who wish to take advantage of this facility either to dispose of their odd lots of the Subdivided Shares or to top up to a full board lot may contact Mr. Denny Kua, whose contact details will be set out in the Circular to be despatched to the Shareholders in relation to the Share Subdivision. Holders of the odd lots of the Subdivided Shares should note that the matching of the sale and purchase of odd lots of Subdivided Shares is not guaranteed.

Adjustments of Warrant exercise price

As at the date of this announcement, save for the outstanding Warrants entitling the holders thereof to subscribe for up to 50,007,474 new Shares, the Company has no outstanding options, warrants or securities which are convertible or exchangeable into, Shares. The Share Subdivision 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. The Company will make further announcement upon the aforesaid adjustments if necessary.

Free exchange of share certificate

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing share certificates for the Shares to 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, Hong Kong, in exchange for new share certificates for the Subdivided Shares free of charge during the business hours from 18 August 2015 to 24 September 2015 (both days inclusive). After the expiry of such period, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher).

It is expected that the new share certificates will be available for collection within a period of ten business days after the submission of the existing share certificates.

Expected timetable

The expected timetable for the implementation of the Subdivision is set out below:

2015

Despatch of Circular (including the notice of EGM) and the related form of proxy to the Shareholders	On or around Monday, 27 July
Latest time for lodging form of proxy for the EGM	10:00 a.m. on Saturday, 15 August
Date and time of the EGM	10:00 a.m. on Monday, 17 August
Publication of the announcement of the results of the EGM	Monday, 17 August

The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed "Conditions of the Share Subdivision" above.

Effective date of the Share Subdivision	Tuesday, 18 August
First day of free exchange of the existing certificates for the new certificates for the Subdivided Shares	Tuesday, 18 August

Original counter for trading in Shares in board lots of 2,000 Shares temporarily closes	9:00 a.m. on Tuesday, 18 August
Temporary counter for trading in Subdivided Shares in board lot size of 8,000 Subdivided Shares (in the form of existing certificates) opens	9:00 a.m. on Tuesday, 18 August
Original counter for trading in Subdivided Shares in board lots of 2,000 Subdivided Shares (only new certificates for the Subdivided Shares can be traded at this counter) reopens	9:00 a.m. on Tuesday, 1 September
Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) commences	9:00 a.m. on Tuesday, 1 September
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Subdivided Shares	9:00 a.m. on Tuesday, 1 September
Temporary counter for trading in Subdivided Shares in board lot size of 8,000 Subdivided Shares (in the form of existing certificates) closes	4:00 p.m. on Tuesday, 22 September
Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) ends	4:00 p.m. on Tuesday, 22 September
Designated brokers ceases to stand in the market to provide matching services for the sale and purchase of odd lots of Subdivided Shares	4:00 p.m. on Tuesday, 22 September
Free exchange of the existing certificate for the new certificates for the Subdivided Shares ends	4:00 p.m. on Thursday, 24 September

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 Share Subdivision will be announced as and when appropriate.

Reasons for the proposed Share Subdivision

The proposed Share Subdivision will decrease the nominal value and increase the total number of Shares in issue. The Share Subdivision will result in downward adjustment to the trading price of the Shares. The Board believes that the Share Subdivision will decrease the trading spread as well as the volatility of the trading price of the Shares and thus result in the improved liquidity in trading of the Company's Subdivided Shares. Therefore, the Board considers that the Share Subdivision can enable the Company to attract more investors and broaden its Shareholders base.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and its Shareholders as a whole.

GENERAL

An EGM will be convened and held to approve the Share Subdivision in which an ordinary resolution to approve the Share Subdivision will be proposed.

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision.

The Circular containing, among other things, further details of the Share Subdivision, including the trading arrangement in respect of the Subdivided Shares, together with a notice of the EGM will be despatched to the Shareholders on or around 27 July 2015.

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 Share Subdivision 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
“Circular”	circular containing, among other things, further details of the Share Subdivision, including the trading arrangement in respect of the Subdivided Shares, together with the notice of the EGM, to be despatched to the Shareholders on or around 27 July 2015
“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
“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 Share Subdivision
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC

“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary issued share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares or the issued Subdivided Shares, as the case may be
“Share Subdivision”	the proposed subdivision of each (1) issued and unissued Share into four (4) Subdivided Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Shares”	ordinary issued share(s) of HK\$0.0025 each in the share capital of the Company upon the Share Subdivision becoming effective
“Warrant(s)”	collectively, (i) 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 7,474 new Shares at the exercise price of HK\$1.63 per Share (subject to adjustment); and (ii) non-listed warrants in the outstanding principal amount of HK\$164,500,000 issued by the Company entitling the holder(s) thereof to subscribe for up to 50,000,000 new Shares at the exercise price of HK\$3.29 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, 15 July 2015

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.