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

**PROPOSED SHARE SUBDIVISION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the "EGM") of the Company to be held at Unit 1403, 14/F, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Monday, 17 August 2015 at 10:00 a.m. is set out on pages 8 to 9 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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 the holding of the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

27 July 2015

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EXPECTED TIMETABLE

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

2015

Latest date and time to return 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 on the fulfillment of the conditions for the implementation of the Share Subdivision as set out in the section headed "THE SHARE SUBDIVISION" in the letter from the Board contained in this circular.

Effective date of the Share Subdivision Tuesday, 18 August

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

Dealings in Subdivided Shares commence 9:00 a.m. on 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 share
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 share certificates) closes . . . 4:00 p.m. on Tuesday, 22 September

EXPECTED TIMETABLE

2015

Parallel trading in 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 Tuesday, 22 September

Free exchange of the existing certificates for the Shares
for new certificates for the Subdivided Shares ends Thursday, 24 September

Note: All times refer to Hong Kong local times and dates in this circular.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any subsequent changes to the expected timetable above will be published or notified to the Shareholders as and when appropriate.

DEFINITIONS

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

“Announcement”	the announcement made by the Company on 15 July 2015 in respect of the Share Subdivision
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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 held on Monday, 17 August 2015 at 10:00 a.m. to approve, if thought fit, the Share Subdivision, the notice of which is set out on pages 8 to 9 of this circular
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“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)”	existing ordinary share(s) of HK\$0.01 each in the share capital of the Company before the Share Subdivision becoming effective

DEFINITIONS

“Share Subdivision”	the proposed subdivision of each (1) issued and unissued Share into four (4) Subdivided Shares
“Shareholder(s)”	holder(s) of the Share(s) or the Subdivided Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary 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\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

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 Xinheng
Mr. Chiu Chi Hong

Independent non-executive Directors:

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

Registered Office:

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

*Principal place of business
in Hong Kong:*

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

27 July 2015

To the Shareholders

Dear Sir or Madam

**PROPOSED SHARE SUBDIVISION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in which 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 purpose of this circular is to provide you with information relating to the Share Subdivision and to give you notice of the EGM at which an ordinary resolution will be proposed to approve, among other matters, the Share Subdivision.

THE 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.

LETTER FROM THE BOARD

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 Latest Practicable Date, 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 will become effective after the conditions of the Share Subdivision above are fulfilled.

The Shares are currently traded in board lots of 2,000 Shares. Upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged with 2,000 Subdivided Shares for each board lot. The Share Subdivision will not be expected to result in any odd lots other than those already exist.

ARRANGEMENT OF ODD LOT TRADING

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, on a best efforts basis. 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 at (852) 2152 3361, 6/F., & 24/F., Golden Centre, 188 Des Voeux Road Central, Sheung Wan, Hong Kong during the period from Tuesday, 1 September 2015 at 9:00 a.m. to Tuesday, 22 September 2015 at 4:00 p.m., both dates inclusive. 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.

LETTER FROM THE BOARD

ADJUSTMENTS OF WARRANT EXERCISE PRICE

As at the date of this circular, there are (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 further adjustment) (the “**Warrant A**”) from 8 December 2012 to 7 December 2017; 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) (the “**Warrant B**”) from 19 December 2014 to 20 December 2015.

As a result of the Share Subdivision, based on the relevant terms of the Warrants and upon the Share Subdivision becoming effective, the exercise price of the Warrant A be adjusted from HK\$1.63 per Share to HK\$0.41 per Subdivided Share entitling the holder(s) thereof to subscriber for up to 29,713 new Shares; and the exercise price of the Warrant B be adjusted from HK\$3.29 per Share to HK\$0.82 per Subdivided Share, where such adjustment will be effective from the close of business on the Business Day immediately preceding the date on which the Share Subdivision becomes effective.

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

Save as disclosed above, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

LISTING AND DEALING

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. All necessary arrangements have been made and subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by the HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing permission to deal in is being or is currently proposed to be sought from any other stock exchange.

LETTER FROM THE BOARD

REASONS FOR THE 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 will enable the Company to attract more investors and broaden its Shareholder 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 interest of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

FREE EXCHANGE OF SHARE CERTIFICATES

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing share certificate 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 between 9:00 a.m. and 4:30 p.m. on any business day 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).

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Tuesday, 22 September 2015 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one Share for four Subdivided Shares.

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. The new share certificates will be orange in colour so as to be distinguished from the existing share certificate which are blue in colour.

TRADING ARRANGEMENT FOR SUBDIVIDED SHARES

Subject to the Share Subdivision being effective, dealings in the Subdivided Shares are expected to commence on 18 August 2015. Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) will be operated from Tuesday, 1 September 2015 to Tuesday, 22 September 2015 (both days inclusive). Full details of the expected timetable and trading arrangement of the Shares are set out on pages ii and iii of this circular.

LETTER FROM THE BOARD

THE EGM

Set out on pages 8 to 9 of this circular is a notice convening the EGM to be held at Unit 1403, 14/F, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong at 10:00 a.m. on Monday, 17 August 2015.

The ordinary resolution proposed to be approved at the EGM will be taken by poll. As no Shareholder has a material interest in the Share Subdivision which is different from that of the other Shareholder, no Shareholder is required to abstain from voting at the EGM to approve the Share Subdivision.

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

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 that the Share Subdivision 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 ordinary resolution to be proposed at the EGM to approve the Share Subdivision.

Yours faithfully
For and on behalf of the Board
Tech Pro Technology Development Limited
Li Wing Sang
Chairman

NOTICE OF THE 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 (“Company”) will be held at Unit 1403, 14/F, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Monday, 17 August 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as defined below), with effect from the business day next following the day on which this resolution is passed by the shareholders of the Company, each of the issued and unissued ordinary share of HK\$0.01 in the share capital of the Company be sub-divided into four ordinary shares of HK\$0.0025 each (the “**Subdivided Shares**”), and any director of the Company be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to any of the foregoing as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to any of the foregoing.”

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

Hong Kong, 27 July 2015

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

NOTICE OF THE EGM

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited 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 together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Any voting of the meeting should be taken by poll.