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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) PLACING OF NEW SHARES UNDER GENERAL MANDATE;
(2) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE;
AND
(3) INCREASE IN AUTHORISED SHARE CAPITAL**

Placing Agent

PineStone 鼎石

PINESTONE SECURITIES LIMITED

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 5 August 2016 (after trading hours of the Stock Exchange), the Company entered into the GM Placing Agreement with the Placing Agent, pursuant to which the Placing Agent agrees, as agent of the Company, to procure on a best effort basis not less than six GM Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 1,300,000,000 GM Placing Shares at the GM Placing Price of HK\$0.25 per GM Placing Share.

The maximum of 1,300,000,000 GM Placing Shares represent (i) approximately 19.89% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 16.59% of the issued share capital of the Company as enlarged by the allotment and issue of all the GM Placing Shares; and (iii) approximately 14.23% of the issued share capital of the Company as enlarged by the allotment and issue of all the GM Placing Shares and all the SM Placing Shares.

The GM Placing Price of HK\$0.25 per GM Placing Share represents: (i) a discount of approximately 16.67% to the closing price of HK\$0.3 per Share as quoted on the Stock Exchange on 5 August 2016, being the date of the GM Placing Agreement; and (ii) a premium of approximately 7.3% over the average closing price of approximately HK\$0.233 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the GM Placing Agreement.

The GM Placing Shares will be allotted and issued pursuant to the General Mandate and is not subject to further Shareholders' approval. An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the GM Placing Shares.

Assuming all the GM Placing Shares are fully placed, the gross proceeds from the GM Placing will be HK\$325 million. The net proceeds, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements) incidental to the GM Placing of approximately HK\$17 million, are estimated to be approximately HK\$308 million. The Company intends to apply the net proceeds from the GM Placing as general working capital for the LED lighting segment and the professional football club segment of the Group, and funding for future business development.

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

On 5 August 2016 (after trading hours of the Stock Exchange), the Company entered into the SM Placing Agreement with the Placing Agent, pursuant to which the Placing Agent agrees, as agent of the Company, to procure on a best effort basis not less than six SM Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 1,300,000,000 SM Placing Shares at the SM Placing Price of HK\$0.25 per SM Placing Share.

The maximum of 1,300,000,000 SM Placing Shares represent (i) approximately 19.89% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 16.59% of the issued share capital of the Company as enlarged by the allotment and issue of all the SM Placing Shares; and (iii) approximately 14.23% of the issued share capital of the Company as enlarged by the allotment and issue of all the GM Placing Shares and all the SM Placing Shares.

The SM Placing Price of HK\$0.25 per SM Placing Share represents: (i) a discount of approximately 16.67% to the closing price of HK\$0.3 per Share as quoted on the Stock Exchange on 5 August 2016, being the date of the SM Placing Agreement; and (ii) a premium of approximately 7.3% over the average closing price of approximately HK\$0.233 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the SM Placing Agreement.

The SM Placing Shares will be allotted and issued pursuant to the Specific Mandate to be sought at the EGM. An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the SM Placing Shares.

Assuming all the SM Placing Shares are fully placed, the gross proceeds from the SM Placing will be HK\$325 million. The net proceeds, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements) incidental to the SM Placing of approximately HK\$17 million, are estimated to be approximately HK\$308 million. The Company intends to apply the net proceeds from the SM Placing as general working capital for the LED lighting segment and the professional football club segment of the Group, and funding for future business development.

For the avoidance of doubt, the GM Placing and the SM Placing are not inter-conditional upon each other.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Board also proposes to increase the authorised share capital of the Company from HK\$20,000,000 divided into 8,000,000,000 Shares to HK\$50,000,000 divided into 20,000,000,000 Shares by the creation of additional 12,000,000,000 Shares, which will rank pari passu with all existing Shares. The proposed Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM.

For the avoidance of doubt, the GM Placing is not conditional upon the Increase in Authorised Share Capital becoming effective.

EGM

The EGM will be held and convened to consider and, if thought fit, to approve, among other things, (i) the SM Placing Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate for the allotment and issue of the SM Placing Shares); and (ii) the Increase in Authorised Share Capital.

GENERAL

A circular containing, among other things, (i) further information on the SM Placing Agreement and the transactions contemplated thereunder (including the SM Placing and the Specific Mandate for the allotment and issue of the SM Placing Shares); and (ii) the Increase in Authorised Share Capital, together with a notice of the EGM and a form of proxy, will be despatched to the Shareholders as soon as practicable.

Shareholders and potential investors of the Company should note that completion of the Placings is subject to the fulfilment of the conditions set out in the respective Placing Agreements. The Placings may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 5 August 2016 (after trading hours of the Stock Exchange), the Company entered into the GM Placing Agreement with the Placing Agent, pursuant to which the Placing Agent agrees, as agent of the Company, to procure on a best effort basis not less than six GM Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 1,300,000,000 GM Placing Shares at the GM Placing Price of HK\$0.25 per GM Placing Share. Details of the GM Placing Agreement are set out below:

The GM Placing Agreement

Date: 5 August 2016

Parties: (i) the Company (as issuer); and
(ii) Pinestone Securities Limited (as placing agent).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Pursuant to the terms of the GM Placing Agreement, the Placing Agent will receive a placing commission of 5% of the amount which is equal to the GM Placing Price multiplied by the number of GM Placing Shares actually placed by the Placing Agent. The placing commission in respect of the GM Placing was negotiated on arm's length basis between the Company and the Placing Agent and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents and the price performance of the Shares.

The Directors consider that the placing commission in respect of the GM Placing are fair and reasonable based on the current market conditions.

GM Placees

The GM Placing Shares will be placed to not less than six GM Placees who shall be professional, institutional or other investors independent of and not connected with the Company, the connected persons of the Company and their respective associates, and who and whose ultimate beneficial owners are Independent Third Parties. Upon completion of the GM Placing, it is expected that none of the GM Placees will become a substantial Shareholder. If any of the GM Placees will become a substantial Shareholder after completion of the GM Placing, further announcement will be made by the Company.

GM Placing Shares

The maximum of 1,300,000,000 GM Placing Shares represent (i) approximately 19.89% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 16.59% of the issued share capital of the Company as enlarged by the allotment and issue of all the GM Placing Shares; and (iii) approximately 14.23% of the issued share capital of the Company as enlarged by the allotment and issue of all the GM Placing Shares and all the SM Placing Shares.

The aggregate nominal value of the maximum of 1,300,000,000 GM Placing Shares is HK\$3,250,000.

Lock-Up

The Placing Agent will procure the GM Placees to undertake and warrant that the GM Placees will not offer, lend, sell, contract to sell, pledge, grant any option to purchase or otherwise dispose of, any of the GM Placing Shares for a period of six (6) months from the date of completion of the GM Placing without the prior written consent of the Company.

Ranking of the GM Placing Shares

The GM Placing Shares, when allotted and issued, will rank pari passu in all respects among themselves and with the Shares in issue on the date of allotment and issue of the GM Placing Shares.

GM Placing Price

The GM Placing Price of HK\$0.25 per GM Placing Share represents: (i) a discount of approximately 16.67% to the closing price of HK\$0.3 per Share as quoted on the Stock Exchange on 5 August 2016, being the date of the GM Placing Agreement; and (ii) a premium of approximately 7.3% over the average closing price of approximately HK\$0.233 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the GM Placing Agreement.

The GM Placing Price was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market price and the recent trading performance of the Shares. The Directors consider that the GM Placing Price and the terms of the GM Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Conditions of the GM Placing

The GM Placing is conditional upon the fulfilment of the following conditions:

- (i) the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the GM Placing Shares; and
- (ii) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the GM Placing Agreement and the transactions contemplated thereunder having been obtained.

In the event that any of the above conditions is not fulfilled on or before 31 August 2016 (or such later date as may be agreed between the parties to the GM Placing Agreement in writing), all rights, obligations and liabilities of the parties to the GM Placing Agreement shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the GM Placing Agreement prior to such termination.

Completion of the GM Placing

Completion of the GM Placing shall take place on a date falling within three Business Days after the day on which all the conditions set out in the GM Placing Agreement have been fulfilled (or such later date as may be agreed between the parties to the GM Placing Agreement in writing).

Application for listing

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the GM Placing Shares.

General Mandate to issue the GM Placing Shares

The GM Placing Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 1,307,372,408 Shares. As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. The General Mandate is sufficient for the allotment and issue of all the GM Placing Shares. As such, the issue of the GM Placing Shares is not subject to further Shareholders' approval. The General Mandate will be utilised as to approximately 99.44% upon the allotment and issue of all the GM Placing Shares.

Termination

The Placing Agent may terminate the GM Placing Agreement without any liability to the Company save for antecedent breach under the GM Placing Agreement prior to such termination, by notice in writing given to the Company at any time prior to 8:00 a.m. on the date of completion of the GM Placing upon the occurrence of the following events which, in the absolute opinion of the Placing Agent, has or may have an adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the GM Placing or the full placement of all of the GM Placing Shares or has or may otherwise make it inappropriate, inadvisable or inexpedient to proceed with the GM Placing on the terms and in the manner contemplated in the GM Placing Agreement if there develops, occurs or comes into force:

- (i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the GM Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's absolute opinion would adversely affect the success of the GM Placing; or
- (ii) the imposition of any moratorium, suspension (for more than seven (7) trading days) or restriction on trading in the securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's absolute opinion, would adversely affect the success of the GM Placing; or

- (iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's absolute opinion any such new law or change may adversely affect the business or financial prospects of the Group and/or the success of the GM Placing; or
- (iv) any litigation or claim being instigated against any member of the Group, which has or may have an adverse effect on the business or financial position of the Group and which in the Placing Agent's absolute opinion would adversely affect the success of the GM Placing; or
- (v) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
- (vi) any breach of any of the representations and warranties set out in the GM Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the GM Placing Agreement and prior to the date of completion of the GM Placing which if had occurred or arisen before the date of the GM Placing Agreement would have rendered any of such representations and warranties untrue or incorrect or there has been a breach by the Company of any other provision of the GM Placing Agreement; or
- (vii) there is any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the GM Placing or makes it inadvisable or inexpedient for the GM Placing to proceed.

If notice is given pursuant to the above, the GM Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the GM Placing Agreement save for any antecedent breach under the GM Placing Agreement prior to such termination.

REASONS FOR AND BENEFITS OF THE GM PLACING AND USE OF PROCEEDS

The Group is principally engaged in the manufacturing and sale of LED lighting products and accessories, provision of energy efficiency services, development and promotion of a professional football club and provision of property sub-leasing and management services.

Assuming all the GM Placing Shares are fully placed, the gross proceeds from the GM Placing will be HK\$325 million. The net proceeds, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements) incidental to the GM Placing of approximately HK\$17 million, are estimated to be approximately HK\$308 million, representing a net issue price of approximately HK\$0.237 per GM Placing Share. The Company intends to apply the net proceeds from the GM Placing as general working capital for the LED lighting segment and the professional football club segment of the Group, and funding for future business development.

The Directors consider that the GM Placing represents an opportunity to raise additional funding for the business operations of the Group and will strengthen the Group's financial position, and enlarge shareholders' base of the Company which may in turn enhance the liquidity of the Shares, and provide working capital to the Group to meet any financial obligations of the Group. The lock-up arrangement for the GM Placing Shares may help to prevent unnecessary volatile movements to the market price and the trading volume of the Shares for a period of six month from the date of completion of the GM Placing.

The Directors consider that the GM Placing Agreement are entered into following arm's length negotiations between the Company and the Placing Agent and the terms of the GM Placing Agreement (including the GM Placing Price and the placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

On 5 August 2016 (after trading hours of the Stock Exchange), the Company entered into the SM Placing Agreement with the Placing Agent, pursuant to which the Placing Agent agrees, as agent of the Company, to procure on a best effort basis not less than six SM Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 1,300,000,000 SM Placing Shares at the SM Placing Price of HK\$0.25 per SM Placing Share. Details of the SM Placing Agreement are set out below:

The SM Placing Agreement

Date: 5 August 2016

Parties: (i) the Company (as issuer); and
(ii) Pinestone Securities Limited (as placing agent).

Pursuant to the terms of the SM Placing Agreement, the Placing Agent will receive a placing commission of 5% of the amount which is equal to the SM Placing Price multiplied by the number of SM Placing Shares actually placed by the Placing Agent. The placing commission in respect of the SM Placing was negotiated on arm's length basis between the Company and the Placing Agent and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents and the price performance of the Shares.

The Directors consider that the placing commission in respect of the SM Placing are fair and reasonable based on the current market conditions.

SM Placees

The SM Placing Shares will be placed to not less than six SM Placees who shall be professional, institutional or other investors independent of and not connected with the Company, the connected persons of the Company and their respective associates, and who and whose ultimate beneficial owners are Independent Third Parties. Upon completion of the SM Placing, it is expected that none of the SM Placees will become a substantial Shareholder. If any of the SM Placees will become a substantial Shareholder after completion of the SM Placing, further announcement will be made by the Company.

SM Placing Shares

The maximum of 1,300,000,000 SM Placing Shares represent (i) approximately 19.89% of the existing issued share capital of the Company as at the date of this announcement; (ii) approximately 16.59% of the issued share capital of the Company as enlarged by the allotment and issue of all the SM Placing Shares; and (iii) approximately 14.23% of the issued share capital of the Company as enlarged by the allotment and issue of all the GM Placing Shares and all the SM Placing Shares.

The aggregate nominal value of the maximum of 1,300,000,000 SM Placing Shares is HK\$3,250,000.

Lock-Up

The Placing Agent will procure the SM Placees to undertake and warrant that the SM Placees will not offer, lend, sell, contract to sell, pledge, grant any option to purchase or otherwise dispose of, any of the SM Placing Shares for a period of six (6) months from the date of Completion without the prior written consent of the Company.

Ranking of the SM Placing Shares

The SM Placing Shares, when allotted and issued, will rank pari passu in all respects among themselves and with the Shares in issue on the date of allotment and issue of the SM Placing Shares.

SM Placing Price

The SM Placing Price of HK\$0.25 per SM Placing Share represents: (i) a discount of approximately 16.67% to the closing price of HK\$0.3 per Share as quoted on the Stock Exchange on 5 August 2016, being the date of the SM Placing Agreement; and (ii) a premium of approximately 7.3% over the average closing price of approximately HK\$0.233 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the SM Placing Agreement.

The SM Placing Price was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market price and the recent trading performance of the Shares. The Directors consider that the SM Placing Price and the terms of the SM Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Conditions of the SM Placing

The SM Placing is conditional upon the fulfilment of the following conditions:

- (i) the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the SM Placing Shares;

- (ii) the passing of necessary resolution(s) at the EGM by the Shareholders who are entitled to vote and not required to abstain from voting under the Listing Rules and other applicable laws and regulations to approve the SM Placing Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate for the allotment and issue of the SM Placing Shares;
- (iii) the passing of necessary resolution(s) at the EGM by the Shareholders who are entitled to vote and not required to abstain from voting under the Listing Rules and other applicable laws and regulations to approve the Increase in Authorised Share Capital; and
- (iv) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the SM Placing Agreement and the transactions contemplated thereunder having been obtained.

In the event that any of the above conditions is not fulfilled on or before 31 October 2016 (or such later date as may be agreed between the parties to the SM Placing Agreement in writing), all rights, obligations and liabilities of the parties to the SM Placing Agreement shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the SM Placing Agreement prior to such termination.

Completion of the SM Placing

Completion of the SM Placing shall take place on a date falling within three Business Days after the day on which all the conditions set out in the SM Placing Agreement have been fulfilled (or such later date as may be agreed between the parties to the SM Placing Agreement in writing).

Application for listing

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the SM Placing Shares.

Specific Mandate to issue the SM Placing Shares

The SM Placing Shares will be allotted and issued pursuant to the Specific Mandate to be sought at the EGM.

Termination

The Placing Agent may terminate the SM Placing Agreement without any liability to the Company save for antecedent breach under the SM Placing Agreement prior to such termination, by notice in writing given to the Company at any time prior to 8:00 a.m. on the date of completion of the SM Placing upon the occurrence of the following events which, in the absolute opinion of the Placing Agent, has or may have an adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the SM Placing or the full placement of all of the SM Placing Shares or has or may otherwise make it inappropriate, inadvisable or inexpedient to proceed with the SM Placing on the terms and in the manner contemplated in the SM Placing Agreement if there develops, occurs or comes into force:

- (i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the SM Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's absolute opinion would adversely affect the success of the SM Placing; or
- (ii) the imposition of any moratorium, suspension (for more than seven (7) trading days) or restriction on trading in the securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's absolute opinion, would adversely affect the success of the SM Placing; or
- (iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's absolute opinion any such new law or change may adversely affect the business or financial prospects of the Group and/or the success of the SM Placing; or
- (iv) any litigation or claim being instigated against any member of the Group, which has or may have an adverse effect on the business or financial position of the Group and which in the Placing Agent's absolute opinion would adversely affect the success of the SM Placing; or
- (v) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
- (vi) any breach of any of the representations and warranties set out in the SM Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the SM Placing Agreement and prior to the date of completion of the SM Placing which if had occurred or arisen before the date of the SM Placing Agreement would have rendered any of such representations and warranties untrue or incorrect or there has been a breach by the Company of any other provision of the SM Placing Agreement; or
- (vii) there is any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the SM Placing or makes it inadvisable or inexpedient for the SM Placing to proceed.

If notice is given pursuant to the above, the SM Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the SM Placing Agreement save for any antecedent breach under the SM Placing Agreement prior to such termination.

REASONS FOR AND BENEFITS OF THE SM PLACING AND USE OF PROCEEDS

Assuming all the SM Placing Shares are fully placed, the gross proceeds from the SM Placing will be HK\$325 million. The net proceeds, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements) incidental to the SM Placing of approximately HK\$17 million, are estimated to be approximately HK\$308 million, representing a net issue price of approximately HK\$0.237 per SM Placing Share. The Company intends to apply the net proceeds from the SM Placing as general working capital for the LED lighting segment and the professional football club segment of the Group, and funding for future business development.

The Directors consider that the SM Placing represents an opportunity to raise additional funding for the business operations of the Group and will strengthen the Group's financial position, and enlarge shareholders' base of the Company which may in turn enhance the liquidity of the Shares, and provide working capital to the Group to meet any financial obligations of the Group. The lock-up arrangement for the SM Placing Shares may help to prevent unnecessary volatile movements to the market price and the trading volume of the Shares for a period of six month from the date of completion of the SM Placing.

The Directors consider that the SM Placing Agreement are entered into following arm's length negotiations between the Company and the Placing Agent and the terms of the SM Placing Agreement (including the SM Placing Price and the placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

THE PLACINGS

For the avoidance of doubt, the GM Placing and the SM Placing are not inter-conditional upon each other.

CHANGES IN SHAREHOLDING STRUCTURE

The changes in the shareholding structure of the Company as a result of the GM Placing and the SM Placing (assuming that there are no other changes in the issued share capital of the Company) are as follows:

	As at the date of this announcement		Immediately after completion of the GM Placing (assuming all the GM Placing Shares are fully placed) but before completion of the SM Placing		Immediately after completion of the SM Placing (assuming all the SM Placing Shares are fully placed) but before completion of the GM Placing		Immediately after completion of the GM Placing and SM Placing (assuming all the GM Placing and SM Placing Shares are fully placed)	
	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %
Mr. Li Wing Sang (Note 1)	763,470,400	11.68%	763,470,400	9.74%	763,470,400	9.74%	763,470,400	8.36%
Mr. Chiu Chi Hong (Note 2)	72,176,000	1.10%	72,176,000	0.92%	72,176,000	0.92%	72,176,000	0.79%
Mr. Liu Xinsheng (Note 2)	78,340,400	1.20%	78,340,400	1.00%	78,340,400	1.00%	78,340,400	0.86%
Sub-total	913,986,800	13.98%	913,986,800	11.66%	913,986,800	11.66%	913,986,800	10.01%
Public Shareholders								
The GM Placees	-	-	1,300,000,000	16.59%	-	-	1,300,000,000	14.23%
The SM Placees	-	-	-	-	1,300,000,000	16.59%	1,300,000,000	14.23%
Other public Shareholders	5,622,875,244	86.02%	5,622,875,244	71.75%	5,622,875,244	71.75%	5,622,875,244	61.53%
Total	6,536,862,044	100.00%	7,836,862,044	100.00%	7,836,862,044	100.00%	9,136,862,044	100.00%

Notes:

1. Mr. Li Wing Sang, a Director and the chairman of the Board, is interested in or is deemed to be interested in an aggregate of 763,470,400 Shares, of which 139,516,800 Shares are in short position.
2. Mr. Chiu Chi Hong and Mr. Liu Xinsheng are Directors.
3. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company had not conducted any fund raising activities involving the issue of its equity securities in the 12 months immediately preceding the date of this announcement.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The current authorised share capital of the Company is HK\$20,000,000 divided into 8,000,000,000 Shares. As at the date of this announcement, 6,536,862,044 Shares were in issue. Assuming the GM Placing Shares are successfully placed and allotted and issued in full, 1,300,000,000 Shares will be allotted and issued. In addition, non-listed warrants of the Company carrying the right to convert into up to 29,713 new Shares remained outstanding. Should the Acquisition materialises, a maximum of 184,426,200 Shares will also be allotted and issued to settle part of the consideration for the Acquisition. A maximum of 1,300,000,000 will also be allotted and issued pursuant to the SM Placing in the event that the SM Placing materialises. Taking into account the aforesaid and in order to provide the Company with flexibility for fund raising by allotting and issuing new Shares in the future as and when appropriate for future investment opportunities and other corporate purposes, the Board proposed to increase the authorised share capital of the Company from HK\$20,000,000 divided into 8,000,000,000 Shares to HK\$50,000,000 divided into 20,000,000,000 Shares by the creation of additional 12,000,000,000 Shares, all of which will rank pari passu with all existing Shares. The proposed Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM.

For the avoidance of doubt, the GM Placing is not conditional upon the Increase in Authorised Share Capital becoming effective.

EGM

The EGM will be convened to consider and, if thought fit, to approve, among other things, (i) the SM Placing Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate for the allotment and issue of the SM Placing Shares); and (ii) the Increase in Authorised Share Capital.

GENERAL

A circular containing, among other things, (i) further information on the SM Placing Agreement and the transactions contemplated thereunder (including the SM Placing and the Specific Mandate for the allotment and issue of the SM Placing Shares); and (ii) the Increase in Authorised Share Capital, together with a notice of the EGM and a form of proxy, will be despatched to the Shareholders as soon as practicable.

Shareholders and potential investors of the Company should note that completion of the Placings is subject to the fulfilment of the conditions set out in the respective Placing Agreements. The Placings may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Acquisition”	the proposed acquisition of the remaining 50% of the registered and paid-up capital of 上海富朝物業管理有限公司 (Shanghai Fuchao Property Management Company Limited [#]) by the Group as contemplated under the sale and purchase agreement dated 3 June 2016 and entered into between Champion Miracle Limited, an indirect wholly-owned subsidiary of the Company, as purchaser, and Mr. Fan Lin, as vendor, details of which are set out in the announcement of the Company dated 3 June 2016
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Business Day”	a day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“Board”	the board of Directors
“Company”	Tech Pro Technology Development Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning as ascribed to it in the Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held and convened to consider and, if thought fit, to approve, among other things, (i) the SM Placing Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate for the allotment and issue of the SM Placing Shares); and (ii) the Increase in Authorised Share Capital
“General Mandate”	the general mandate granted to the Directors pursuant to an ordinary resolution of the Company passed at the annual general meeting of the Company held on 25 May 2016 to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution, pursuant to which a maximum of 1,307,372,408 new Shares may fall to be allotted and issued as at the date of this announcement

“GM Placee(s)”	any person or entity procured by the Placing Agent or its agent(s) to subscribe for any GM Placing Shares pursuant to the GM Placing Agreement
“GM Placing”	the placing, on a best effort basis, of up to 1,300,000,000 GM Placing Shares on and subject to the terms and condition set out in the GM Placing Agreement
“GM Placing Agreement”	the conditional placing agreement dated 5 August 2016 and entered into between the Company and the Placing Agent in relation to the GM Placing
“GM Placing Price”	HK\$0.25 per GM Placing Share (exclusive of any brokerage, SFC transaction levy and Stock Exchange trading fee as may be payable)
“GM Placing Share”	a total of up to 1,300,000,000 new Shares to be placed pursuant to the GM Placing Agreement and to be issued under the General Mandate, each a “GM Placing Share”
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$20,000,000 divided into 8,000,000,000 Shares to HK\$50,000,000 divided into 20,000,000,000 Shares by the creation of an additional 12,000,000,000 Shares
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s) (if applicable) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placings”	collectively, the GM Placing and the SM Placing
“Placing Agent”	Pinestone Securities Limited, licensed corporation to carry on business in type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Placing Agreements”	collectively, the GM Placing Agreement and the SM Placing Agreement

“Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“SM Placee(s)”	any person or entity procured by the Placing Agent or its agent(s) to subscribe for any SM Placing Shares pursuant to the SM Placing Agreement
“SM Placing”	the placing, on a best effort basis, of up to 1,300,000,000 SM Placing Shares on and subject to the terms and condition set out in the SM Placing Agreement
“SM Placing Agreement”	the conditional placing agreement dated 5 August 2016 and entered into between the Company and the Placing Agent in relation to the SM Placing
“SM Placing Price”	HK\$0.25 per SM Placing Share (exclusive of any brokerage, SFC transaction levy and Stock Exchange trading fee as may be payable)
“SM Placing Share”	a total of up to 1,300,000,000 new Shares to be placed pursuant to the SM Placing Agreement and to be issued under the Specific Mandate, each a “SM Placing Share”
“Specific Mandate”	the mandate to authorise the Directors to allot and issue the SM Placing Shares to be sought from the Shareholders at the EGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

The English transliteration of the Chinese name(s) in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s)

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

Hong Kong, 7 August 2016

As at the date of this announcement, the executive Directors are Mr. Li Wing Sang, Mr. Liu Xinsheng and Mr. Chiu Chi Hong; and the independent non-executive Directors are Mr. Lau Wan Cheung, Mr. Ng Wai Hung and Mr. Tam Tak Wah.