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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)**

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS, MEMBER OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

The Board is pleased to announce that with effect from 8 March 2017,

- i) Mr. Ong has been appointed as an independent non-executive Director, a member of each of the Audit Committee and the Remuneration Committee, and
- ii) Mr. Zhou has been appointed as an independent non-executive Director.

The board (the “**Board**”) of directors (“**Directors**” and each a “**Director**”) of Tech Pro Technology Development Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that each of Mr. Ong King Keung (“**Mr. Ong**”) and Mr. Zhou Jing (“**Mr. Zhou**”) have been appointed as an independent non-executive Director with effect from 8 March 2017. Mr. Ong has also been appointed as a member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 8 March 2017. Set out below are the biographical details of Mr. Ong and Mr. Zhou.

**Mr. Ong King Keung** (王競強), aged 41, holds a bachelor degree in accountancy from The Hong Kong Polytechnic University and a master degree in corporate finance from the City University of Hong Kong. He is a member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He is currently a director of a professional audit firm in Hong Kong. He has over 15 years of experience in auditing and accounting industry.

Mr. Ong is an independent non-executive director of China Water Affairs Group Limited (stock code: 855), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Ong is also an independent non-executive director of Bingo Group Holdings Limited (stock code: 8220), China Candy Holdings Limited (stock code: 8182) and Sunrise (China) Technology Group Limited (stock code: 8226) respectively, the shares of which are listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange. Mr. Ong had also been an independent non-executive director of Deson Construction International Holdings Limited (stock code: 8268), the shares of which are listed on the GEM of the Stock Exchange, since December 2014 and has been subsequently re-designated as a non-executive director since December 2015.

Mr. Ong was also an independent non-executive director of China Environmental Energy Investment Limited (stock code: 986), the shares of which are listed on the Main Board of the Stock Exchange during the period from March 2013 to August 2014.

Mr. Ong has entered into a service agreement with the Company for his appointment an independent non-executive Director for a term of one year commencing from 8 March 2017, which is terminable by either party by giving a one-month written notice. Mr. Ong shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Under the service agreement, Mr. Ong is entitled to a director’s fee of HK\$20,000 per month, which was mutually agreed upon between the Board and Mr. Ong with reference to the prevailing market conditions and the duties, responsibilities and expertise of Mr. Ong to be exercised on the Company’s affairs. The emolument has been approved by the Board and the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Ong did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement, nor did he hold any other position with the Company and other members of the Group or possess any other major appointments or professional qualifications.

As at the date of this announcement, Mr. Ong did not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange) of the Company, nor did Mr. Ong have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

**Mr. Zhou Jing** (周晶), aged 57, obtained a Bachelor of Engineering from Wuhan Institute of Building Materials (武漢建築材料工業學院, now known as Wuhan University of Technology) in December 1982 and subsequently obtained a Master of Technology degree from Wuhan University of Technology in July 1987. Thereafter, Mr. Zhou had worked in various departments in the Central People’s Government, the People’s Republic of China (“**PRC**”) between 1987 to 1994. Mr. Zhou had served as a factory manager, vice general manager and general manager in various state-owned enterprises in the PRC from May 1994 to August 2004. Between August 2004 to April 2013, Mr. Zhou held various positions in 北京

中恒泰投資有限公司 (China Zhong Heng Tai Investment Company Limited), a company established with the approval of the National Development and Reform Commission of the PRC (中華人民共和國國家發展改革委員會) and from February 2006 to April 2013, Mr. Zhou held a concurrent post of general manager of China Zhong Heng Tai Investment (Suriname) N.V. (中國中恒泰投資(蘇里南)有限公司), a company established by China Zhong Heng Tai Investment Company Limited, in Suriname. Mr. Zhou has more than 10 years' experience in cultivation, processing technology research and investment management in the field of agriculture and forestry.

Mr. Zhou is the chairman and the executive director of China Demeter Financial Investments Limited (formerly known as China Demeter Investments Limited) (stock code: 8120), an independent non-executive director of DX.com Holdings Limited (stock code: 8086) respectively, the shares of which are listed on GEM.

Mr. Zhou has entered into a service agreement with the Company for his appointment an independent non-executive Director for a term of one year commencing from 8 March 2017, which is terminable by either party by giving a one-month written notice. Mr. Zhou shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Under the service agreement, Mr. Zhou is entitled to a director's fee of HK\$20,000 per month, which was mutually agreed upon between the Board and Mr. Zhou with reference to the prevailing market conditions and the duties, responsibilities and expertise of Mr. Zhou to be exercised on the Company's affairs. The emolument has been approved by the Board and the Remuneration Committee.

Save as disclosed above, as at the date of this announcement, Mr. Zhou did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement, nor did he hold any other position with the Company and other members of the Group or possess any other major appointments or professional qualifications.

As at the date of this announcement, Mr. Zhou did not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company, nor did Mr. Zhou have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Each of Mr. Ong and Mr. Zhou has confirmed his independence for the purpose of Rules 3.13 of the Listing Rules.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Mr. Ong and Mr. Zhou as independent non-executive Directors that need to be brought to the attention of the shareholders of the Company, and there is no information relating to Mr. Ong and Mr. Zhou that is required to be disclosed pursuant to any requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would also like to take this opportunity to welcome Mr. Ong and Mr. Zhou for joining the Board.

Following the appointment of Mr. Ong and Mr. Zhou, the Company has fulfilled the requirements regarding the number of independent non-executive Directors and the Audit Committee members under Rule 3.10(1) and Rule 3.21 of the Listing Rules.

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

Hong Kong, 8 March 2017

*As at the date of this announcement, the executive Directors are Mr. Li Wing Sang, Mr. Liu Xinsheng, Mr. Chiu Chi Hong and Mr. Lee Tsz Hang; and the independent non-executive Directors are Mr. Ng Wai Hung, Mr. Tam Tak Wah, Mr. Ong King Keung and Mr. Zhou Jing.*