

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS,
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
AND CHANGE OF CHAIRMAN AND MEMBERS OF
AUDIT COMMITTEE, REMUNERATION COMMITTEE
AND NOMINATION COMMITTEE**

The Board announces that, with effect from 17 March 2017,

- i) Mr. Tam has resigned as an independent non-executive Director, the chairman of each of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee;
- ii) Mr. Ng has resigned as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
- iii) Ms. Wong has been appointed as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
- iv) Mr. Ong has been appointed as the chairman of each of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee; and
- v) Mr. Zhou has been appointed as a member of each of the Audit Committee and the Remuneration Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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**”) announced that Mr. Tam Tak Wah (“**Mr. Tam**”) has tendered his resignation as an independent non-executive Director, the chairman of each of the audit committee (“**Audit Committee**”) and the remuneration committee (“**Remuneration Committee**”), and a member of the nomination committee (“**Nomination Committee**”) of the Company with effect from 17 March 2017 in order to focus on his other personal development.

The Board also announces that Mr. Ng Wai Hung (“**Mr. Ng**”) has tendered his resignation as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 17 March 2017 in order to focus on his other personal development.

Both Mr. Tam and Mr. Ng have confirmed that (i) they had no claim against the Company in respect of their resignation and there is no disagreement between them and the Board; and (ii) there are no matters that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company in relation to their resignation.

The Board would like to take this opportunity to thank Mr. Tam and Mr. Ng for their efforts and valuable contributions to the Company during their tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Wong Chi Yan (“**Ms. Wong**”) has been appointed as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 17 March 2017. Set out below are the biographical details of Ms. Wong.

Ms. Wong Chi Yan (黃志恩), holds a Bachelor of Business Administration degree in Accounting from Hong Kong Baptist University and a Master of Laws in International Corporate and Financial Law from The University of Wolverhampton, UK. Ms. Wong is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. She is currently an executive director of Elegance Optical International Holdings Limited (stock code: 907), the company secretary of Flyke International Holdings Limited (stock code: 1998) whose shares are listed on the Main Board of the Stock Exchange. Ms. Wong is also currently an executive director and authorized representative of Aurum Pacific (China) Group Limited (stock code: 8148) whose shares are listed on the Growth Enterprise Market (the “**GEM**”) of the Stock Exchange. Ms. Wong was also an executive director, company secretary and authorised representative of PPS International (Holdings) Limited (stock code: 8201) whose shares are listed on the GEM of the Stock Exchange from June 2015 to July 2016. She was also the executive director of China Taifeng Beddings Holdings Limited (stock code: 873), a company listed on the Main Board of the Stock Exchange from July 2016 to August 2016. Ms. Wong was an independent non-executive director of Prosten Health Holdings Limited (stock code: 8026) whose shares

are listed on the GEM of the Stock Exchange from June 2015 to October 2015 and was also an independent non-executive director of Co-Prosperity Holdings Limited (stock code: 707) whose shares are listed on the Main Board of the Stock Exchange from October 2015 to January 2016. Ms. Wong was the company secretary and authorised representative of U-RIGHT International Holdings Limited (stock code: 627) whose shares are listed on the Main Board of the Stock Exchange from September 2013 to April 2016. Ms. Wong has extensive experiences in auditing, accounting and financing as well as merger and acquisition.

Ms. Wong has entered into a service agreement with the Company for her appointment an independent non-executive Director for a term of one year commencing from 17 March 2017, which is terminable by either party by giving a one-month written notice. Ms. Wong shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

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

Save as disclosed above, as at the date of this announcement, Ms. Wong 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 she 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, Ms. Wong 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 Ms. Wong 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).

Ms. Wong has also confirmed her 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 Ms. Wong as an independent non-executive Director that need to be brought to the attention of the shareholders of the Company, and there is no information relating to Ms. Wong 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 like to take this opportunity to welcome Ms. Wong for joining the Board.

**CHANGE OF CHAIRMAN AND MEMBERS OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The Board is also pleased to announce that Mr. Ong King Keung (“**Mr. Ong**”) has been appointed as the chairman of each of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee. Mr. Zhou Jing (“**Mr. Zhou**”) has been appointed as a member of each of the Audit Committee and the Remuneration Committee. Both Mr. Ong’s and Mr. Zhou’s appointments are with effect from 17 March 2017.

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

Hong Kong, 17 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. Ong King Keung, Mr. Zhou Jing and Ms. Wong Chi Yan.