

THIS CIRCULAR IS IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tech Pro Technology Development Limited (the “Company”), you should at once hand this circular with form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer 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)

**(1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at Unit 1403, 14/F, Grand Millennium Plaza, 181 Queen’s Road Central, Central, Hong Kong on 4 July 2017 (Tuesday) at 10:00 a.m. is set out on pages 6 to 7 of this circular. Form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon 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 and in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. (Hong Kong Time) on 2 July 2017 (Sunday)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

14 June 2017

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DEFINITIONS

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

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| “Announcement” | the announcement of the Company dated 13 June 2017 in relation to, among other things, the Increase in Authorised Share Capital; |
| “Board” | the board of Directors; |
| “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)” | the director(s) of the Company; |
| “EGM” | the extraordinary general meeting of the Company to be convened and held at Unit 1403, 14/F, Grand Millennium Plaza, 181 Queen’s Road Central, Central, Hong Kong on 4 July 2017 (Tuesday) at 10:00 a.m. to consider and, if thought fit, to approve, among other things, the Increase in Authorised Share Capital; |
| “Group” | the Company and all of its subsidiaries; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |
| “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 creating an additional 12,000,000,000 Shares; |
| “Latest Practicable Date” | 13 June 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |

DEFINITIONS

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| “PRC” | The People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan Region; |
| “Share(s)” | ordinary share(s) of HK\$0.0025 each in the capital of the Company; |
| “Shareholder(s)” | holder(s) of the Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “%” | 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 Xincheng
Mr. Lee Tsz Hang
Mr. Chiu Chi Hong

Independent Non-Executive Directors:

Mr. Ong King Keung
Mr. Zhou Jing
Ms. Wong Chi Yan

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

14 June 2017

To the Shareholders of the Company

Dear Sir or Madam,

**(1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to, inter alia, provide you with details of (i) the proposed Increases in Authorised Share Capital; and (ii) notice of the EGM.

INCREASE IN AUTHORISED SHARE CAPITAL

The Company had an authorised share capital of HK\$20,000,000 divided into 8,000,000,000 Shares of which 7,999,998,044 Shares were in issue and there were outstanding Share Options carrying rights to subscribe for an aggregate of 157,994,000 Shares as at the Latest Practicable Date. As stated in the Announcement, 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 creating an additional 12,000,000,000 Shares. The new Shares shall rank *pari passu* with each other and with the existing Shares in all respects upon issue.

LETTER FROM THE BOARD

Reasons for the Increase in Authorised Share Capital

In order to accommodate future expansion and growth of the Group and to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Board proposed the Increase in Authorised Share Capital.

Condition of the Increase in Authorised Share Capital

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM.

DIRECTOR RESPONSIBILITY

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.

EGM

At the EGM, ordinary resolution will be proposed for the Increase in Authorised Share Capital.

A notice convening the EGM to be held at Unit 1403, 14/F, Grand Millennium Plaza, 181 Queen's Road Central, Central, Hong Kong on 4 July 2017 (Tuesday) at 10:00 a.m. is set out on pages 6 to 7 of this circular for the purpose of considering and, if thought fit, passing the resolution set out therein.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders has a material interest in the Increase in Authorised Share Capital as at the Latest Practicable Date and as such, none of the Shareholders will be required to abstain from voting at the EGM in respect of the resolutions relating to the Increase in Authorised Share Capital.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return enclosed proxy form in accordance with the instructions printed thereon 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 holding the EGM (i.e. not later than 10:00 a.m. (Hong Kong Time) on 2 July 2017 (Sunday)) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Increase in Authorised Share Capital is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolution as set out in the notice of the EGM at the forthcoming EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of Tech Pro Technology Development Limited (the "Company") will be held at Unit 1403, 14/F, Grand Millennium Plaza, 181 Queen's Road Central, Central, Hong Kong on 4 July 2017 (Tuesday) at 10:00 a.m. for considering and, if though fit, passing, with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. "THAT

- (a) the authorised share capital of the Company be increased from HK\$20,000,000 divided into 8,000,000,000 shares of HK\$0.0025 each ("Share(s)") to HK\$50,000,000 divided into 20,000,000,000 Shares by the creation of an additional 12,000,000,000 new Shares (the "Increase in Authorised Share Capital"); and
- (b) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital."

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

Hong Kong, 14 June 2017

Notes:

- (1) Any member of the Company entitled to attend and vote at the aforesaid meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (3) To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, shall be delivered to the office of the Hong Kong branch share registrars and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the EGM (i.e. not later than 10:00 a.m. (Hong Kong Time) on 2 July 2017 (Sunday)) or any adjournment thereof.
- (4) No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.
- (5) Where there are joint holders of any Shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- (6) Completion and return of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to revoked.
- (7) The transfer books and Register of Members of the Company will be closed from 29 June 2017 to 4 July 2017 both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged 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 for registration no later than 4:30 p.m. on 28 June 2017.