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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)**

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

The Board announces that with effect from 27 September 2017,

- i) Mr. Zhou has resigned as an independent non-executive Director, a member of each of Audit Committee and Remuneration Committee; and
- ii) Mr. Wong has been appointed as an independent non-executive Director, a member of each of Audit Committee and Remuneration Committee;
- iii) Dr. Wong has been appointed as an independent non-executive Director, a member of each of Audit Committee and Remuneration Committee.

#### **Resignation of 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**”) announced that Mr. Zhou Jing (“**Mr. Zhou**”) has tendered his resignation as an independent non-executive Director of the Company, a member of each of the audit Committee (“**Audit Committee**”) and remuneration committee (“**Remuneration Committee**”) of the Company with effect from 27 September 2017 in order to focus on his other personal development.

Mr. Zhou has confirmed that (i) he had no claim against the Company in respect of his resignation and there is no disagreement between him 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 his resignation.

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

## **Appointment of independent non-executive directors**

The Board is pleased to announce that Mr. Wong Kui Shing, Danny (“**Mr. Wong**”) and Dr. Wong Yun Kuen (“**Dr. Wong**”) have been appointed as an independent non-executive Director, and a member of each of the Audit Committee and the Remuneration Committee with effect from 27 September 2017. Set out below are the biographical details of Mr. Wong and Dr. Wong.

**Mr. Wong Kui Shing, Danny**, aged 58, holds a Bachelor of Arts degree from the University of Hong Kong. He has extensive exposure in the financial and investment fields for over 20 years and is well experienced in the international investment market.

He is currently the chairman of the board of director, executive director and chief executive officer of China Information Technology Development Limited (stock code: 8178), and an executive director and a member of the nomination committee and remuneration committee of Larry Jewelry International Company Limited (stock code: 8351), both of which are the companies listed on the Growth Enterprise Market (the “**GEM**”) of the Stock Exchange.

He is also currently an executive director, chief executive officer and a member of the executive committee of Ceneric (Holdings) Limited (stock code: 542), an executive director and a member of the strategic development committee of Share Economy Group Limited (stock code: 1178) and an independent non-executive director, chairman of remuneration committee and members of audit committee, nomination committee and investment committee of Far East Holdings International Limited (stock code: 36), all of which are the companies listed on the Main Board of the Stock Exchange.

He was a vice chief executive officer of InvesTech Holdings Limited (stock code: 1087) (“**InvesTech Holdings**”), whose shares are listed on the Main Board of the Stock Exchange, from June 2015 to September 2015. He was a non-executive director and a member of the nomination committee of InvesTech Holdings from September 2015 to June 2017.

He was also a non-executive director of Kong Shum Union Property Management (Holding) Limited (stock code: 8181), whose shares are listed on the GEM of the Stock Exchange, from October 2015 to January 2017.

He was also an executive director, managing director and chairman of prevention of bribery committee of Emperor Culture Group Limited (formerly known as See Corporation Limited) (stock code: 491), whose shares are listed on the Main Board of the Stock Exchange, from December 2009 to January 2015.

He was also an executive director of SMI Holdings Group Limited (stock code: 198) whose shares are listed on the Main Board of the Stock Exchange from November 2011 to June 2014.

In addition, Mr. Wong was an executive director of China Oil and Gas Group Limited (“**China Oil and Gas Group**”) (stock code: 603) from September 2004 to August 2006, whose shares are listed on the Main Board of the Stock Exchange.

Pursuant to the listing enforcement notice/announcement of the Stock Exchange dated 16 October 2008, Mr. Wong, together with another former director of China Oil and Gas Group, had admitted breaching the directors' declaration, undertaking and acknowledgement with regard to directors given by each of them to the Stock Exchange in the form set out in Appendix 5B to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") in failing to use their best endeavours to procure China Oil and Gas Group's compliance with the Listing Rules in relation to the failure of China Oil and Gas Group to publish its annual results and annual report for the year ended 31 July 2005 by 30 November 2005 and the interim results and interim report for the six months ended 31 January 2006 by 30 April 2006. Accordingly, the Listing Committee of the Stock Exchange publicly criticised Mr. Wong and another former director of China Oil and Gas Group for their respective breaches mentioned above.

Mr. Wong has entered into a service agreement with the Company for his appointment as an independent non-executive Director for a term of one year commencing from 27 September 2017, which is terminable by either party by giving a one-month written notice. Mr. 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, Mr. Wong is entitled to a director's fee of HK\$20,000 per month, which was mutually agreed upon between the Board and Mr. Wong with reference to the prevailing market conditions and the duties, responsibilities and expertise of Mr. 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, Mr. 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 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. Wong 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. 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).

**Dr. Wong Yun Kuen**, aged 60, received a Ph.D. Degree from Harvard University, and was "Distinguished Visiting Scholar" at Wharton School of the University of Pennsylvania. He has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of Hong Kong Securities and Investment Institute. In addition, Dr. Wong was a consultant to a supercomputer firm on application software, and has participated in the development of e-commerce software and platforms.

Dr. Wong is currently the chairman and an executive director of Far East Holdings International Limited (stock code: 36) and UBA Investments Limited (stock code: 768), an executive director of Ngai Shun Holdings Limited (stock code: 1246), a non-executive director of China Sandi Holdings Limited (stock code: 910) and an independent non-executive director of Kingston Financial Group Limited (stock code: 1031), Sincere Watch (Hong Kong) Limited (stock code: 444), DeTai New Energy Group Limited (stock code: 559) and GT Group Holdings Limited (stock code: 263), all of which are the company listed on the Main Board of the Stock Exchange. Dr. Wong is an independent non-executive director of Kaisun Energy Group Limited (stock code: 8203), whose shares are listed on the GEM of the Stock Exchange.

Dr. Wong was also an independent non-executive director of Bauhaus International (Holdings) Limited (stock code: 483) from October 2004 to December 2016, Harmony Asset Limited (stock code: 428) from September 2004 to January 2015 and Kong Sun Holdings Limited (stock code: 295) from April 2007 to November 2014, all of which are the company listed on the Main Board of the Stock Exchange.

Dr. Wong has entered into a service agreement with the Company for his appointment as an independent non-executive Director for a term of one year commencing from 27 September 2017, which is terminable by either party by giving a one-month written notice. Dr. 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, Dr. Wong is entitled to a director's fee of HK\$20,000 per month, which was mutually agreed upon between the Board and Dr. Wong with reference to the prevailing market conditions and the duties, responsibilities and expertise of Dr. 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, Dr. 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 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, Dr. Wong 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 Dr. 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).

Mr. Wong and Dr. Wong have also confirmed their independence for the purpose of Rules 3.13 of the Listing Rules respectively.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Mr. Wong and Dr. Wong as 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 Mr. Wong and Dr. 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 also like to take this opportunity to welcome Mr. Wong and Dr. Wong for joining the Board.

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

Hong Kong, 27 September 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, Ms. Wong Chi Yan, Mr. Wong Kui Shing, Danny and Dr. Wong Yun Kuen.*