

*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)**

### **(1) UPDATE ON SUSPENSION OF TRADING; (2) DELAY IN PUBLICATION OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2017; AND (3) DELAY IN DESPATCH OF ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2017**

This announcement is made by Tech Pro Technology Development Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09(2)(a) and 13.24A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 9 November 2017 and 6 December 2017 respectively, in relation to, among other things, the suspension of trading in the shares of the Company under Rule 8(1) of the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong), and the update announcements of the Company dated 23 February 2018 and 23 April 2018 (collectively, the “**Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

### **UPDATE ON THE INVESTIGATION BY THE SPECIAL INVESTIGATION COMMITTEE**

As mentioned in the update announcement of the Company dated 23 April 2018, the Company has engaged Zhong Yin Law Firm (中銀律師事務所) as the Additional PRC Legal Advisers to the Special Investigation Committee to assist in the investigation relating to the Lawsuit.

The Special Investigation Committee has been working with the Additional PRC Legal Advisers on the possibility of initiating civil claims and/or criminal proceedings against the JV Company and/or the JV Partner to protect the Company and its shareholders' interests as a result of the Lawsuit, and the Additional PRC Legal Advisers has proposed certain actions against the JV Company and/or the JV Partner for the Company's consideration. After studying the proposal prepared by the Additional PRC Legal Advisers, the Special Investigation Committee has recommended to the Board, and the Board has adopted the proposal suggested by the Additional PRC Legal Advisers, and the Company is finalising the engagement of the Additional PRC Legal Advisers regarding the said actions. The Company will publish further announcement to update the Shareholders for any substantial development on the matter.

### **DELAY IN PUBLICATION OF ANNUAL RESULTS AND DELAY IN DESPATCH OF ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2017**

Reference is also made to the announcement of the Company dated 29 March 2018 whereby it was mentioned, among other things, that the publication of the annual results announcement of the Group for the year ended 31 December 2017 (the "**Annual Results**") would be delayed as more time is required for the auditors of the Company to perform and complete their audit procedures in respect of the Annual Results, and the despatch of the annual report (the "**Annual Report**") for the year ended 31 December 2017 might also be delayed as a result.

The Company has been informed by the auditors of the Company that additional time is required for performing and completing their audit procedures in respect of the Annual Results (including but not limited to the review of the results of the investigation by the Special Investigation Committee which is still ongoing) and as a result, the publication of the Annual Results and despatch of the Annual Report will be further delayed.

The Board acknowledges that the delay in publishing the Annual Results constitutes non-compliance with Rule 13.49(1) of the Listing Rules and the delay in despatch of the Annual Report constitutes non-compliance with Rule 13.46(2)(a) of the Listing Rules.

The Company will use its best endeavor and will take all necessary steps to publish the Annual Results and despatch the Annual Report to the Shareholders as soon as practicable. The Company will also schedule a Board meeting to approve the Annual Results and inform Shareholders of the date of Board meeting as soon as practicable.

Rule 13.49(3) of the Listing Rules provides that where an issuer is unable to make an announcement of its preliminary results, it must announce results for the financial year based on financial results which have yet to be agreed with the auditors, so far as the information is available. After due and careful consideration, the Company has decided that it would not be appropriate for the Company to publish the unaudited consolidated management accounts of the Company for the year ended 31 December 2017 (the "**Management Accounts**") at this stage given that the Annual Results are pending finalisation. The Management Accounts may not accurately reflect the financial performance and position of the Company and the Company considers that the publication of the Management Accounts at this stage would be misleading and confusing to the Shareholders and the potential investors of the Company.

## **CONTINUED SUSPENSION OF TRADING**

Trading in shares of the Company will remain suspended. Further announcement(s) will be made by the Company regarding (i) the results of the investigation undertaken by the Special Investigation Committee and any further actions taken by the Company; (ii) the date of the Board meeting to consider and approve the Annual Results; (iii) the date of the publication of the Annual Results; and (iv) the date of the despatch of the Annual Report as and when appropriate.

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

Hong Kong, 28 June 2018

*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.*