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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Tech Pro Technology Development Limited (the “**Company**”) will be held at Room No. 4, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 18 October 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) subject to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in the Consideration Shares (as defined below), the conditional agreement (the “**Agreement**”) dated 24 August 2011 entered into among Energy First International Limited, a wholly-owned subsidiary of the Company, as the purchaser, Supreme Creation Limited (the “**Vendor**”) as the vendor and Ms. Tsoi, Tsz King Gobby as the guarantor in relation to the sale and purchase of 60% of the issued shares in and the shareholders’ loan due by Pacific King Technology Limited upon completion of the Agreement (a copy of which is marked “A” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) be and is hereby ratified, confirmed and approved; and
- (b) subject to and conditional upon the Stock Exchange granting the listing of, and permission to deal in the Consideration Shares (as defined below), the allotment and issue of 40,000,000 new shares of HK\$0.01 each in the share capital of the Company (the “**Consideration Shares**”) to the Vendor and/or its nominee(s) at the issue price of HK\$2.2 per share be and is hereby approved; and

- (c) any one or more director(s) of the Company be and is/are hereby authorised to allot and issue the Consideration Shares in accordance with the terms of the Agreement and to do all such acts and things and execute all such documents which he/they consider(s) necessary, desirable or expedient in his/their opinion to implement or give effect to the Agreement and the transactions contemplated thereunder including but not limited to the allotment and issue of the Consideration Shares.”

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

Hong Kong, 29 September 2011

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of

business in Hong Kong:
Suites 2001-2005, 20th Floor
Jardine House
1 Connaught Place
Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the 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 Meeting. 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.
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 such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting 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 Meeting or any adjournment thereof in cases where the Meeting 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 Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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 delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. Pursuant to the Listing Rules, the voting on the ordinary resolution at the Meeting will be conducted by way of poll.

As at the date of this announcement, the executive Directors are Mr. Li Wing Sang, Mr. Yan Qixu, Mr. Liu Xinsheng, and Mr. Chiu Chi Hong; the independent non-executive Directors are Mr. Lau Wan Cheung, Mr. Ng Wai Hung and Mr. Tam Tak Wah.