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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

 **KINGSTON SECURITIES**

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 22 November 2016 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent agrees, as agent of the Company, to procure on a best effort basis not less than six Placers who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 500,000,000 Placing Shares at the Placing Price of HK\$0.192 per Placing Share.

The maximum of 500,000,000 Placing Shares represent (i) approximately 7.65% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 7.11% of the issued share capital of the Company as enlarged by the allotment and issue of all the Placing Shares.

The Placing Price of HK\$0.192 per Placing Share represents: (i) a premium of approximately 1.59% over the closing price of HK\$0.189 per Share as quoted on the Stock Exchange on 22 November 2016, being the date of the Placing Agreement; and (ii) a premium of approximately 0.84% over the average closing price of approximately HK\$0.1904 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Shares will be allotted and issued pursuant to the General Mandate and is not subject to further Shareholders' approval. An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

Assuming all the Placing Shares are fully placed, the gross proceeds from the Placing will be approximately HK\$96 million. The net proceeds, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements) incidental to the Placing of approximately HK\$3 million, are estimated to be approximately HK\$93 million. The Company intends to apply the net proceeds from the Placing: (i) as to approximately HK\$70 million to finance the operation the professional football club segment of the Group; and (ii) as to approximately HK\$23 million as general working capital of the Group.

Shareholders and potential investors of the Company should note that completion of the Placing is subject to the fulfilment of the conditions set out in the Placing Agreement. The Placing may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 22 November 2016 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent agrees, as agent of the Company, to procure on a best effort basis not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 500,000,000 Placing Shares at the Placing Price of HK\$0.192 per Placing Share. Details of the Placing Agreement are set out below:

The Placing Agreement

Date: 22 November 2016

Parties: (i) the Company (as issuer); and
(ii) Kingston Securities Limited (as placing agent).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Pursuant to the terms of the Placing Agreement, the Placing Agent will receive a placing commission of 3% of the amount which is equal to the Placing Price multiplied by the number of Placing Shares actually placed by the Placing Agent. The placing commission in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents and the price performance of the Shares.

The Directors consider that the placing commission in respect of the Placing are fair and reasonable based on the current market conditions.

Placees

The Placing Shares will be placed to not less than six Placees who shall be professional, institutional or other investors independent of and not connected with the Company, the connected persons of the Company and their respective associates, and who and whose ultimate beneficial owners are Independent Third Parties. Upon completion of the Placing, it is expected that none of the Placees will become a substantial Shareholder. If any of the Placees will become a substantial Shareholder after completion of the Placing, further announcement will be made by the Company.

Placing Shares

The maximum of 500,000,000 Placing Shares represent (i) approximately 7.65% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 7.11% of the issued share capital of the Company as enlarged by the allotment and issue of all the Placing Shares.

The aggregate nominal value of the maximum of 500,000,000 Placing Shares is HK\$1,250,000.

Ranking of the Placing Shares

The Placing Shares, when allotted and issued, will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK\$0.192 per Placing Share represents: (i) a premium of approximately 1.59% over the closing price of HK\$0.189 per Share as quoted on the Stock Exchange on 22 November 2016, being the date of the Placing Agreement; and (ii) a premium of approximately 0.84% over the average closing price of approximately HK\$0.1904 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Placing Price was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market price and the recent trading performance of the Shares. The Directors consider that the Placing Price and the terms of the Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Conditions of the Placing

The Placing is conditional upon the fulfilment of the following conditions:

- (i) the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Placing Shares; and
- (ii) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained.

In the event that any of the above conditions is not fulfilled on or before 6 December 2016 (or such later date as may be agreed between the parties to the Placing Agreement in writing), all rights, obligations and liabilities of the parties to the Placing Agreement shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Placing Agreement prior to such termination.

Completion of the Placing

Completion of the Placing shall take place on a date falling within four Business Days after the day on which all the conditions set out in the Placing Agreement have been fulfilled (or such later date as may be agreed between the parties to the Placing Agreement in writing).

Application for listing

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

General Mandate to issue the Placing Shares

The Placing Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 1,307,372,408 Shares. As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. The General Mandate is sufficient for the allotment and issue of all the Placing Shares. As such, the issue of the Placing Shares is not subject to further Shareholders' approval. The General Mandate will be utilised as to approximately 38.24% upon the allotment and issue of all the Placing Shares.

Termination

The Placing Agent may terminate the Placing Agreement without any liability to the Company save for antecedent breach under the Placing Agreement prior to such termination, by notice in writing given to the Company at any time prior to 8:00 a.m. on the date of completion of the Placing upon the occurrence of the following events which, in the absolute opinion of the Placing Agent, has or may have an adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Placing Shares or has or may otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's absolute opinion would adversely affect the success of the Placing; or
- (ii) the imposition of any moratorium, suspension (for more than seven (7) trading days) or restriction on trading in the securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's absolute opinion, would adversely affect the success of the Placing; or
- (iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's absolute opinion any such new law or change may adversely affect the business or financial prospects of the Group and/or the success of the Placing; or
- (iv) any litigation or claim being instigated against any member of the Group, which has or may have an adverse effect on the business or financial position of the Group and which in the Placing Agent's absolute opinion would adversely affect the success of the Placing; or
- (v) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
- (vi) any breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the date of completion of the Placing which if had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect or there has been a breach by the Company of any other provision of the Placing Agreement; or

- (vii) there is any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

If notice is given pursuant to the above, the Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any antecedent breach under the Placing Agreement prior to such termination.

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the manufacturing and sale of LED lighting products and accessories, provision of energy efficiency services, development and promotion of a professional football club and provision of property sub-leasing and management services.

Assuming all the Placing Shares are fully placed, the gross proceeds from the Placing will be approximately HK\$96 million. The net proceeds, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements) incidental to the Placing of approximately HK\$3 million, are estimated to be approximately HK\$93 million, representing a net issue price of approximately HK\$0.186 per Placing Share. The Company intends to apply the net proceeds from the Placing: (i) as to approximately HK\$70 million to finance the operation the professional football club segment of the Group; and (ii) as to approximately HK\$23 million as general working capital of the Group.

As disclosed in the Acquisition Circular in relation to, among other things, the acquisition of FCSM, the Vendor undertakes to pay to the Purchaser a maximum total amount of €3,000,000 (equivalent to approximately HK\$24,900,000) in the event that FCSM achieves the Cumulative Conditions for each of the financial years ending 30 June 2016 and 30 June 2017 respectively (the “**Vendor’s Undertaking**”). It is one of the Cumulative Conditions that FCSM shall provide evidence that *The Direction Nationale du Contrôle de Gestion* (National Directorate of Management Control) (“**DNCG**”) will not pronounce any restricted measures after reviewing the financial budgets of FCSM.

It is the requirement of DNCG that each of the professional association football clubs in France shall, by the end of its current financial year, submit its financial budgets for the next two financial years to DNCG for review. An unrestricted measures approval will be given to the football clubs by DNCG if it satisfies with their financial budgets for the coming financial year. Failure to do so, DNCG may impose restricted measures to the football club such as relegation to lower division of competition, deduction of points in the ligue table, prohibit the football clubs to recruit new football players etc.. FCSM had been given the unrestricted

measures approval from DNCG before the year ended 30 June 2016 and subsequently received €1,500,000 from the Vendor pursuant to the Vendor's Undertaking. According to the management of the Group, the financial budgets of FCSM for the two financial years ending 30 June 2017 and 30 June 2018 respectively had been prepared and submitted to DNCG for review. DNCG will review the financial budget for the current year ending 30 June 2017 and start to assess the financial budget for the year ending 30 June 2018. Based on the historical financial figures of FCSM and in the absence of exceptional circumstance, FCSM would have sufficient financial resources to support its operation up to the year ending 30 June 2017. It is expected that DNCG may request FCSM or the Group to provide evidence to show that FCSM would have sufficient financial resources to support its operation for the year ended 30 June 2018 by the beginning of 2017.

In the circumstances, although FCSM has sufficient cash and assets to self-sustain at least up to the year ended 30 June 2017, and the Board is confident that the Group would be able to generate sufficient income to cover the projected cash needs of FCSM for the year 2018, in order to fully address the concern of DNCG so that it will not pronounce any restricted measures after reviewing the financial budgets of FCSM which may in turn affect the payment of the remaining €1,500,000 from the Vendor, the Board considers it would be necessary for the Company to inject additional fund to FCSM for fulfilling its financial requirement for the year ended 30 June 2018.

The Directors consider that the Placing represents an opportunity to raise additional funding for the business operations of the Group and will strengthen the Group's financial position, enlarge shareholders' base of the Company which may in turn enhance the liquidity of the Shares, provide working capital to the Group to meet any financial obligations of the Group and ensure the Company will receive the remaining €1,500,000 from the Vendor.

The Directors consider that the Placing Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Placing Agent and the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

CHANGES IN SHAREHOLDING STRUCTURE

The changes in the shareholding structure of the Company as a result of the Placing (assuming that there are no other changes in the issued share capital of the Company from the date of this announcement up to and immediately after completion of the Placing) are as follows:

	As at the date of this announcement		Immediately after completion of the Placing (assuming all the Placing Shares are fully placed)	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Mr. Li Wing Sang (Note 1)	589,699,200	9.02%	589,699,200	8.38%
Mr. Chiu Chi Hong (Note 1)	67,276,000	1.03%	67,276,000	0.96%
Mr. Liu Xinsheng (Note 1)	68,470,400	1.05%	68,470,400	0.97%
Mr. Lee Tsz Hang (Note 1)	64,370,000	0.98%	64,370,000	0.91%
Sub-total	789,815,600	12.08%	789,815,600	11.22%
Public Shareholders				
The Placees	–	–	500,000,000	7.11%
Other public Shareholders	5,747,046,444	87.92%	5,747,046,444	81.67%
Total	6,536,862,044	100.00%	7,036,862,044	100.00%

Notes:

1. Mr. Li Wing Sang, Mr. Chiu Chi Hong, Mr. Liu Xinsheng and Mr. Lee Tsz Hang are Directors.
2. Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The proposed placing of up to 1,300,000,000 Shares under general mandate and the proposed placing of up to 1,300,000,000 Shares under specific mandate were subsequently lapsed and terminated on 31 August 2016 as disclosed in the announcements of the Company dated 7 August 2016 and 31 August 2016. The Company had not conducted any fund raising activities involving the issue of its equity securities in the 12 months immediately preceding the date of this announcement.

Shareholders and potential investors of the Company should note that completion of the Placing is subject to the fulfilment of the conditions set out in the Placing Agreement. The Placing may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Acquisition Circular”	the circular of the Company dated 13 June 2015 in relation to, among other things, the acquisition of FCSM
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“Company”	Tech Pro Technology Development Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning as ascribed to it in the Listing Rules
“Cumulative Conditions”	the cumulative conditions set out in the agreement dated 18 May 2015 in relation to the acquisition of FCSM for each of the financial years ending 30 June 2016 and 30 June 2017 in relation to the Vendor’s undertaking
“Director(s)”	director(s) of the Company
“FCSM”	Football Club Sochaux – Montbéliard SA, a French société anonyme company, a wholly owned subsidiary of the Company

“General Mandate”	the general mandate granted to the Directors pursuant to an ordinary resolution of the Company passed at the annual general meeting of the Company held on 25 May 2016 to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution, pursuant to which a maximum of 1,307,372,408 new Shares may fall to be allotted and issued as at the date of this announcement
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s) (if applicable) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any person or entity procured by the Placing Agent or its agent(s) to subscribe for any Placing Shares pursuant to the Placing Agreement
“Placing”	the placing, on a best effort basis, of up to 500,000,000 Placing Shares on and subject to the terms and condition set out in the Placing Agreement
“Placing Agent”	Kingston Securities Limited, licensed corporation to carry on business in type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Placing Agreement”	the conditional placing agreement dated 22 November 2016 and entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.192 per Placing Share (exclusive of any brokerage, SFC transaction levy and Stock Exchange trading fee as may be payable)

“Placing Share”	a total of up to 500,000,000 new Shares to be placed pursuant to the Placing Agreement and to be issued under the General Mandate, each a “Placing Share”
“Purchaser”	LEDUS Club Limited, a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Automobiles Peugeot SA, a French société anonyme company, the vendor in the acquisition of the FCSM
“€” or “Euros”	Euros, the lawful currency of the Eurozone in the European Union
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

For the purpose of this announcement, unless otherwise indicated, conversion of Euros (€) into HK\$ is calculated at the approximate exchange rate of €1.00 to HK\$8.3. This exchange rate is adopted for illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rate at all.

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

Hong Kong, 22 November 2016

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. Lau Wan Cheung, Mr. Ng Wai Hung and Mr. Tam Tak Wah.