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ePRO
EPRO LIMITED
易寶有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8086)

**APPOINTMENT OF CO-CHAIRMAN;
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS,
AUDIT COMMITTEE MEMBERS,
NOMINATION COMMITTEE MEMBERS AND
REMUNERATION COMMITTEE MEMBERS;
CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVES
AND PROCESS AGENT**

The Board wishes to announce that on 1 August 2013:

1. Mr. Meng Hu, an executive Director, was appointed as the co-chairman of the Company;
2. Mr. Lu Wei resigned as (i) an independent non-executive Director and (ii) a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee;
3. Mr. Chan Chiu Hung Alex resigned as (i) the Company Secretary and (ii) an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules;
4. Mr. Wong Kwong Leung resigned as an authorised representative of the Company for the purpose of the Companies Ordinance;
5. Mr. Lee Kin Fai was appointed as (i) the Company Secretary; (ii) an authorised representative of the Company for the purpose of the Companies Ordinance; and (iii) an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules; and
6. Each of Mr. Zhu Zhi, Mr. Lin Xiaofeng and Mr. Lam Kit Sun was appointed as (i) an independent non-executive Director and (ii) a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

* for identification purposes only

APPOINTMENT OF CO-CHAIRMAN

The board (“**Board**”) of directors is pleased to announce that on 1 August 2013, Mr. Meng Hu (“**Mr. Meng**”), an executive director of EPRO Limited (“**Company**”, together with its subsidiaries, the “**Group**”) (together with the other directors of the Company, the “**Directors**” and each, a “**Director**”), was elected as the co-chairman of the Company so that Mr. Huang Shaokang, an executive Director and the existing chairman of the Company, and Mr. Meng will provide leadership for the Board jointly. The biographical details of Mr. Meng are set out below:

Mr. Meng Hu

Mr. Meng, aged 39, is experienced in corporate management and investment. Mr. Meng joined the Group in 2010. Mr. Meng obtained a Bachelor of Engineering (Microelectronics) from Tsinghua University in July 1995 and a Master of Business Administration from the Peking University in August 2003. Mr. Meng worked as a business management executive in Industrial and Commercial Bank of China Limited from September 1995 to April 1999. He served as a sales manager for banking sector in 斯倫貝謝 (亞洲) 技術公司 (unofficial English translation being Schlumberger (Asia) Technology Company), which was the then Beijing representative office of Schlumberger Limited, from April 1999 to August 2001. From September 2001 to February 2003, Mr. Meng served as a business deputy of China in eGlobal International Holdings Limited. From May 2003 to November 2004, he was an account executive in First Data China Co., Ltd. From December 2004 to June 2005, Mr. Meng was an executive director of 北京九州易居科技有限公司 (unofficial English translation being EnjoySmart Technologies Co., Ltd. Beijing). From July 2005 to March 2006, Mr. Meng was a chief director (總監) of 北京無限好技術有限公司 (unofficial English translation being Beijing Wu Xia Hao Ji Shu Company Limited). From April 2006 to March 2010, Mr. Meng was a vice general manager in 北京聯動優勢科技有限公司 (unofficial English translation being Union Mobile Pay Ltd.). Mr. Meng has been a director of Wise Focus International Limited (“**Wise Focus**”) since October 2009 and ChangAn Investment Holdings II Limited (“**ChangAn Investment**”) since November 2009, both of which are the substantial shareholders of the Company. Mr. Meng is also a director of certain subsidiaries of the Company since 2011.

Mr. Meng had been a director of DX Hong Kong Limited (“**DX**”), which was a private company incorporated in Hong Kong, prior to its dissolution by deregistration pursuant to Section 291AA of the Companies Ordinance on 16 December 2011. Prior to the deregistration, DX was principally engaged in agency and consultancy services and had ceased business and become defunct. Mr. Meng confirms that DX was solvent at the time of it being dissolved by deregistration.

As at the date of this announcement, Mr. Meng is deemed to be interested in 1,225,925,402 shares of the Company held by Wise Focus and Spacewalk International Limited (“**Spacewalk**”), representing approximately 24.06% of the issued share capital of the Company, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Each of Wise Focus and Spacewalk is a company wholly owned by Mr. Meng.

Mr. Meng has not held any other major appointment and qualifications or directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) of the Company save for his relationship with ChangAn Investment and Wise Focus as disclosed above. Other than the directorship in the Company and certain subsidiaries of the Company, Mr. Meng does not hold other positions with the Company or other members of the Company.

Pursuant to the existing service contract made between the Company and Mr. Meng, Mr. Meng is appointed as an executive Director of the Company for a term of one year expiring on 31 March 2014, and such term shall continue thereafter unless and until the contract is terminated in accordance with the terms of the service contract. Mr. Meng is also subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company. Mr. Meng receives a fixed salary at a monthly rate of HK\$112,000.00, which is subject to review by the remuneration committee of the Board and approved by the majority in number of members of the Board. Mr. Meng is eligible to participate in the share option scheme of the Company.

There is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (k) and (m) to (v) of the GEM Listing Rules and there is no other matters relating to Mr. Meng which need to be brought to the attention of the shareholders of the Company.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS, AUDIT COMMITTEE MEMBERS, NOMINATION COMMITTEE MEMBERS AND REMUNERATION COMMITTEE MEMBERS

The Board wishes to announce that on 1 August 2013:

- (1) Mr. Lu Wei (“**Mr. Lu**”) resigned as (i) an independent non-executive Director and (ii) a member of each of the audit committee (“**Audit Committee**”), the nomination committee (“**Nomination Committee**”) and the remuneration committee (“**Remuneration Committee**”) of the Board due to his other business commitments which require more of his dedication.

Mr. Lu has confirmed that he does not have any disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

- (2) Each of Mr. Zhu Zhi (“**Mr. Zhu**”), Mr. Lin Xiaofeng (“**Mr. Lin**”) and Mr. Lam Kit Sun (“**Mr. Lam**”) was appointed as (i) an independent non-executive Director and (ii) a member of each of the Audit Committee, Nomination Committee and Remuneration Committee. The biographical details of each of Mr. Zhu, Mr. Lin and Mr. Lam are set out below:

Mr. Zhu Zhi

Mr. Zhu, aged 36, completed a three-year professional course in mobile communications at the Beijing University of Posts and Telecommunications, the People’s Republic of China (“**PRC**”) in July 1998 and he obtained a Master of Science in mobile communication systems from the University of Surrey, United Kingdom in October 2002. Mr. Zhu established and was the general manager of 北京摩比通達軟件有限公司 (unofficial English translation being Beijing Mo Bi Tong Da Software Co., Limited) (“**Mo Bi Tong Da**”) in year 2009. Mo Bi Tong Da was in the same year changed name to 文思互聯（北京）移動軟件技術有限公司 (unofficial English translation being Evans Interconnection (Beijing) Mobile Software Technology Co., Ltd.) (“**Evans**”), and Mr. Zhu continued to be a general manager thereafter. Mr. Zhu worked as an Account Program Manager and a Partner Manager at Philips Semiconductors from 2006 to 2008. Mr. Zhu has also been the CEO of 北京覓我信息技術有限公司 (unofficial English translation being Beijing MobileWoo Information Technology Co. Ltd) from 2010 to present. He is experienced in mobile communication and corporate management.

As at the date of this announcement, Mr. Zhu is the legal representative of Evans. The business licence of Evans was revoked by Haidian Branch of Beijing Administration for Industry and Commerce on 9 October 2011 due to its failure to participate in the annual inspection carried out by Beijing Administration for Industry and Commerce for the year of 2010 within the prescribed time. To the best knowledge and belief of Mr. Zhu, it was the local staff of Evans who was responsible for handling daily operation including handling the annual inspection of Evans and as the legal representative, Mr. Zhu was not aware of any such information that the annual inspect had not been done by local staff. To the best knowledge of Mr. Zhu, the director and the legal representative of Evans had not received any fine or penalty as a result of such revocation of business licence as at the date of this announcement. To the best knowledge and belief of Mr. Zhu, Evans is in the process of liquidation. As advised by the Company’s legal advisers as to PRC laws, there is no legal basis to conclude that Mr. Zhu as the legal representative of Evans would bear any personal liability as a result of the revocation of business licence. On such basis, the Company’s legal advisers as to PRC laws have advised that Mr. Zhu would not be prohibited from serving as a director of a company incorporated and listed outside of the PRC and Mr. Zhu serving as a director of a company incorporated and listed outside of the PRC would not contravene the PRC Company Laws (中華人民共和國公司法). The Directors (including the independent non-executive Directors) are of the view

that, despite the revocation of business licence of Evans, Mr. Zhu is fit to be an independent non-executive Director and the incident of the revocation of the business licence of Evans will not affect Mr. Zhu's suitability to act as a Director under Rules 5.01 and 5.02 of the GEM Listing Rules.

Mr. Lin Xiaofeng

Mr. Lin, aged 40, obtained a Master of Business Administration from the University of Southern Queensland, Australia in September 2007. From October 2000 to May 2004, Mr. Lin was the managing partner of Shanghai Cyberh Technology Ventures Co., Ltd. (上海先和科技投資有限公司). Mr. Lin is the founder of Ashe Capital Management Ltd. (阿謝資本管理有限公司) and he has been the managing partner there since June 2005. From April 2008 to June 2011, Mr. Lin was a non-executive director of China Singyes Solar Technologies Holdings Limited (Stock Code: 750), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Lin has been an executive director of AUPU Group Holdings Company Limited (Stock Code: 477), the shares of which are listed on the Main Board of the Stock Exchange, from August 2011 to present. Mr. Lin has extensive experience in finance and venture capital investment.

Mr. Lam Kit Sun

Mr. Lam, aged 36, obtained a Bachelor of Business Administration in Accounting from The Hong Kong University of Science and Technology in November 1999. Mr. Lam worked as an accountant in Ernst & Young from September 2000 to January 2005. Mr. Lam is a fellow and a practicing member of the Hong Kong Institute of Certificate Public Accountants. He is also a fellow of the Association of Chartered Certified Accountants, an associate of the Hong Kong Institute of Company Secretaries and a non-practising member of the Chinese Institute of Certified Public Accountant. From May 2006 to August 2007, Mr. Lam was a qualified accountant and company secretary of China Leason Investment Group Co., Limited (Stock Code: 8270), a company whose shares are listed on GEM. From August 2008 to July 2011, Mr. Lam was a non-executive director of Ruifeng Petroleum Chemical Holdings Limited (Stock Code: 8096), the shares of which are listed on GEM. Mr. Lam was an executive director of Kiu Hung Energy Holdings Limited ("**Kiu Hung**") (Stock Code: 381), a company whose shares are listed on the Main Board of the Stock Exchange, from October 2009 to July 2013 and he was redesignated as a non-executive director of Kiu Hung on 1 August 2013.

Pursuant to the letter of appointment made between the Company and each of Mr. Zhu, Mr. Lin and Mr. Lam, each of Mr. Zhu, Mr. Lin and Mr. Lam has been appointed for a term from 1 August 2013 to the date of the forthcoming annual general meeting of the Company and is subject to retirement by rotation and re-election and other related provisions as stipulated in the articles of association of the Company. The remuneration of each of Mr. Zhu, Mr. Lin and Mr. Lam is HK\$49,896 per annum, which was determined with reference to the prevailing market conditions, the role and responsibilities of each of Mr. Zhu, Mr. Lin and Mr. Lam.

As at the date of this announcement, save as disclosed above, each of Mr. Zhu, Mr. Lin and Mr. Lam has not held any other major appointment and qualifications or directorship in other listed company in the last three years, nor does Mr. Zhu or Mr. Lin or Mr. Lam have any relationship with any Director, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company. Other than the directorship in the Company as disclosed above, each of Mr. Zhu, Mr. Lin and Mr. Lam does not hold other positions with the Company or other members of the Company.

As at the date of this announcement, each of Mr. Zhu, Mr. Lin and Mr. Lam is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, (i) there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (o) and (q) to (v) of the GEM Listing Rules in relation to the appointment of Mr. Zhu and there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules in relation to the appointment of each of Mr. Lin and Mr. Lam; and (ii) there are no other matters relating to the appointment of each of Mr. Zhu, Mr. Lin and Mr. Lam that need to be brought to the attention of the shareholders of the Company.

CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT

The Board also announces that on 1 August 2013,

- (1) Mr. Chan Chiu Hung Alex (“**Mr. Chan**”) resigned as (i) the company secretary of the Company (“**Company Secretary**”) and (ii) an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules due to his pursuit of personal career development.
- (2) Mr. Wong Kwong Leung resigned as an authorised representative of the Company for the purpose of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (“**Companies Ordinance**”).
- (3) Mr. Lee Kin Fai (“**Mr. Lee**”) was appointed as (i) the Company Secretary; (ii) an authorised representative of the Company for the purpose of the Companies Ordinance; and (iii) an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules. Mr. Lee, aged 40, obtained a master degree in business administration from the Manchester Business School of University of Manchester in United Kingdom. Mr. Lee is a fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Lee is also a director of certain subsidiaries of the Group.

The Board would like to take this opportunity to thank each of Mr. Lu and Mr. Chan for his valuable contribution and services during his tenure of office and welcome each of Mr. Lee, Mr. Zhu, Mr. Lin and Mr. Lam to join the Company.

On behalf of the Board of
EPRO Limited
Huang Shaokang **Meng Hu**
Co-Chairman *Co-Chairman*

Hong Kong, 1 August 2013

As at the date of this announcement, the executive Directors are Mr. Huang Shaokang, Mr. Meng Hu, Mr. Chow Siu Kwong and Mr. Luo Jia; the non-executive Director is Mr. Gao Xiang; and the independent non-executive Directors are Mr. Fong Fuk Wai, Mr. Li Guanbao, Mr. Zhu Zhi, Mr. Lin Xiaofeng and Mr. Lam Kit Sun.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.epron.com.hk.