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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)**

### **SHARE TRANSACTION INVOLVING ISSUE OF SHARES UNDER GENERAL MANDATE**

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The Board is pleased to announce that on 31 October 2014 (after trading hours), LEDUS, a wholly-owned subsidiary of the Company, entered into the Spokesperson Agreement with the Agent, whereby Madam Bibi Mariam Maria Cordero, a successful singer and artist in Hong Kong, Macau and Asia will be the spokesperson for the Group's own LED lighting branded product "LEDUS". In consideration of the services provided by the Agent, LEDUS agreed to pay the service fee in the sum of HK\$30,000,000 by procuring the Company to allot and issue the Consideration Shares, credited as fully paid, to the Agent or its nominees.

#### **GENERAL**

As the applicable percentage ratio (as defined in the Listing Rules) in respect of the transactions contemplated under the Spokesperson Agreement are less than 5% and that the consideration of the Spokesperson Agreement will be satisfied by the issue of the Consideration Shares, the transactions contemplated under the Spokesperson Agreement therefore constitutes a share transaction on the part of the Company under the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

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### **SPOKESPERSON AGREEMENT**

Date: 31 October 2014 (after trading hours)

Parties: (i) LEDUS Lighting Technology Limited, a wholly-owned subsidiary of the Company; and  
(ii) the Agent

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

The Agent is a company incorporated in Hong Kong with limited liability and is an agency company providing artists management services.

LEDUS is an investment holding company incorporated in Hong Kong with limited liability and is engaging in the trading of LED lighting products.

### **Term and Obligations**

The term of the Spokesperson Agreement shall be a period of five (5) years commencing from 1 January 2014, during which the Agent shall arrange two of its artists, including Madam Bibi Mariam Maria Cordero to participate in the production of the television commercials and print advertising and to attend promotional activities arranged by LEDUS, including but not limited to the promotional and charity sales functions.

### **Consideration**

In consideration of the services provided by the Agent, LEDUS agreed to pay the Agent a sum of HK\$30,000,000 which shall be satisfied by LEDUS by procuring the Company to allot and issue the Consideration Shares to the Agent or its nominees.

The Consideration Shares will be allotted and issued at the Issue Price, credited as fully paid. The Consideration Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issued on the date of allotment and issue of the Consideration Shares including the rights to all dividends, distributions and other payments made or to be made, on the record date which falls on or after the date of such allotment issue.

## **ISSUE OF SHARES UNDER GENERAL MANDATE AND APPLICATION FOR LISTING**

The Consideration Shares will be issued under the General Mandate. As disclosed in the announcement of the Company dated 10 June 2014, the Company has allotted and issued 100,000,000 Shares under the General Mandate, representing approximately 40.63% of the General Mandate.

Application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares.

## **REASONS FOR ENTERING INTO THE SPOKESPERSON AGREEMENT**

The Group is principally engaged in the manufacturing and sale of LED lightings and accessories and energy saving services.

As mentioned in the annual report of the Company for the year ended 31 December 2013, “LEDUS” is the self-owned brand LED lighting products of the Group, the Company has placed a great emphasis on brand building and promoting of its owned brand LED lighting products by using variety of mass media channels, such as taxi banner, advertising on TV and bus channels to strengthen the recognition of the brand in Hong Kong. As part of its marketing campaign, the Group engaged Madam Bibi Mariam Maria Cordero to be the brand spokesperson to increase the exposure and brand awareness of “LEDUS”. The Company considers that the entering into of the Spokesperson Agreement with the Agent is an effective marketing strategy as a means of increasing the recognition of its brand name “LEDUS” so as to secure sustainable growth in the long-run. Therefore, it is in the best interest of the Company and the Shareholders as a whole to enter into the Spokesperson Agreement.

## **GENERAL**

As the applicable percentage ratio (as defined in the Listing Rules) in respect of the transactions contemplated under the Spokesperson Agreement are less than 5% and that the consideration of the Spokesperson Agreement will be satisfied by the issue of the Consideration Shares, the transactions contemplated under the Spokesperson Agreement therefore constitutes a share transaction on the part of the Company under the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

## DEFINITIONS

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

“Agent”	True Regent International Limited
“Board”	the board of Directors
“Company”	Tech Pro Technology Development Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Consideration Shares”	the Shares to be allotted and issued by the Company to the Agent in satisfaction of the consideration payable by LEDUS to the Agent pursuant to the Spokesperson Agreement
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 26 May 2014 to allot, issue and deal with up to 246,129,825 new Shares
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	third parties independent of the Company and its connected persons (as defined in the Listing Rules)
“Issue Price”	HK\$6.00 per Consideration Share
“LED”	light-emitting diode, a semi-conductor light source which are used as indicator lamps in various devices
“LEDUS”	LEDUS Lighting Technology Limited, a company incorporated in Hong Kong with limited liability and being a wholly-owned subsidiary of the Company
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Share(s)”	ordinary issued share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Spokesperson Agreement”	The spokesperson agreement dated 31 October 2014 entered into between the Agent and LEDUS
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$ and cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 31 October 2014

*As at the date of this announcement, the executive Directors are Mr. Li Wing Sang, 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.*