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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tech Pro Technology Development Limited (the “Company”), you should at once hand this circular with form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**(1) RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
(2) RETIREMENT OF DIRECTORS AND  
RE-ELECTION OF THE RETIRING DIRECTORS;  
(3) TERMINATION OF EXISTING SHARE OPTION SCHEME AND  
ADOPTION OF NEW SHARE OPTION SCHEME;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting (the “AGM”) of the Company to be held at Unit 1403, 14/F, Grand Millennium Plaza, 181 Queen’s Road Central, Central, Hong Kong on 29 May 2017 (Monday) at 10:00 a.m. is set out on page 29 to 34 of this circular. A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. (Hong Kong Time) on 27 May 2017 (Saturday)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

25 April 2017

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Adoption Date”	the date on which the New Share Option Scheme becomes unconditional upon fulfillment of the conditions as set out in the paragraph headed “Conditions precedent of the New Share Option Scheme” in the section headed “Letter from the Board” of this circular;
“AGM”	the annual general meeting of the Company to be convened and held at Unit 1403, 14/F, Grand Millennium Plaza, 181 Queen’s Road Central, Central, Hong Kong on 29 May 2017 (Monday) at 10:00 a.m. to consider and, if thought fit, to approve, among other things, the proposed grant of the New General Mandate and the New Repurchase Mandate, the adoption of New Share Option Scheme and the proposed re-election of Directors;
“AGM Notice”	the notice convening the AGM set out on pages 29 to 34 of this circular;
“Articles”	articles of association of the Company;
“associate(s)”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in the securities listed thereon;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Companies Law”	The Companies Law (2013 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“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;
“connected person(s)”	has the same meaning as defined in the Listing Rules;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;

## DEFINITIONS

“Current General Mandate”	the general mandate approved at the annual general meeting of the Company held on 25 May 2016 authorising the Directors to allot and issue Shares of up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution;
“Current Repurchase Mandate”	the repurchase mandate approved at the annual general meeting of the Company held on 25 May 2016 authorising the Directors to repurchase up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution;
“Director(s)”	the director(s) of the Company;
“Eligible Participant(s)”	full time or part time employees, executives, officers or directors (whether executive or non-executive and whether independent or not) of the Group; and any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sub-licensee) or distributors, landlords or tenants (including any sub-tenants) of the Group;
“Existing Share Option Scheme”	the existing share option scheme of the Company conditionally adopted on 26 July 2007, which is proposed to be terminated by resolution at the AGM;
“Group”	the Company and all of its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Inside Information”	has the same meaning defined in the SFO;
“Latest Practicable Date”	18 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

## DEFINITIONS

“New General Mandate”	the general mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of the AGM and any additional Shares repurchased by the Company pursuant to the New Repurchase Mandate granted to the Directors as at the date of the AGM;
“New Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to enable them to repurchase the Shares not exceeding 10% of the total number of issued Shares as at the date of the AGM;
“New Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the AGM, a summary of the terms of which is set out in Appendix III to this circular;
“Offer(s)”	the offer(s) for the grant of an Option(s) made in accordance with the New Share Option Scheme;
“Offer Date”	the date on which an Offer(s) is/are made to an Eligible Participant(s);
“Option(s)”	any option(s) to be granted to Eligible Participant(s) to subscribe for Share(s) under the New Share Option Scheme;
“Option Period”	in respect of any particular Option, the period to be determined and notified by the Directors to the grantee thereof at the time of making an Offer provided that such period shall not exceed the period of ten (10) years from the date of the grant of the particular Option but subject to the provisions for early termination thereof contained herein;
“Personal Representative(s)”	the person or persons who, in accordance with the laws of succession applicable in respect of the death of a grantee, is or are entitled to exercise the Option granted to such grantee (to the extent not already exercised);
“PRC”	The People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan Region;

## DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC;
“Scheme Mandate Limit”	has the meaning ascribed to it under paragraph (E) of Appendix III to this circular;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.0025 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.



**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)**

*Executive Directors:*

Mr. Li Wing Sang  
Mr. Liu Xinsheng  
Mr. Lee Tsz Hang  
Mr. Chiu Chi Hong

*Registered office:*

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

*Independent Non-Executive Directors:*

Mr. Ong King Keung  
Mr. Zhou Jing  
Ms. Wong Chi Yan

*Principal place of business  
in Hong Kong:*

Unit 1402, 14/F, Low Block  
Grand Millennium Plaza  
181 Queen's Road Central  
Central  
Hong Kong

25 April 2017

*To the Shareholders of the Company*

Dear Sir or Madam,

**(1) RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
(2) RETIREMENT OF DIRECTORS AND  
RE-ELECTION OF THE RETIRING DIRECTORS;  
(3) TERMINATION OF EXISTING SHARE OPTION SCHEME AND  
ADOPTION OF NEW SHARE OPTION SCHEME;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to, inter alia, provide you with details of (i) the proposed granting of New General Mandate and New Repurchase Mandate; (ii) an explanatory statement regarding the New Repurchase Mandate; (iii) the proposed re-election of Directors; (iv) the termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme; and (v) notice of the AGM.

## LETTER FROM THE BOARD

### CURRENT GENERAL MANDATE AND CURRENT REPURCHASE SHARES

At the annual general meeting of the Company held on 25 May 2016, Shareholders approved, among other things, an ordinary resolution to grant to the Directors the general mandate to allot and issue not more than 1,307,372,408 Shares, being 20% of the aggregate nominal amount of the issued share capital of the Company of 6,536,862,044 Shares as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the Current General Mandate has been utilised by the Company to the extent of (i) 318,000,000 new Shares allotted and issued to professional, institutional or other investors at the issue price of HK\$0.192 per Share on 9 December 2016 through a placing agent pursuant to the placing agreement dated 22 November 2016 entered into between the Company and Kingston Securities Limited (“KSL”) (the “2016 Placing”); and (ii) 500,000,000 consideration Shares allotted and issued to Poly (China) Commercial Property Development Limited at the issue price of HK\$0.183 per Share on 28 February 2017 pursuant to the acquisition agreement dated 29 December 2016 entered into between Champion Miracle Limited, a wholly owned subsidiary of the Company and Poly (China) Commercial Property Development Limited (the “Acquisition”). For details of the 2016 Placing and the Acquisition, please refer to the announcements of the Company dated 22 November 2016, 9 December 2016, 29 December 2016 and 28 February 2017 respectively. Furthermore, on 3 April 2017, the Company entered into a placing agreement with KSL pursuant to which KSL has agreed to procure the placing of up to 489,370,000 Shares to professional, institutional or other investors at the issue price of HK\$0.128 per Share by utilising the Current General Mandate, conditional upon, inter alia, the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, such Shares (the “2017 Placing”). As at the Latest Practicable Date, the 2017 Placing has not been completed. For details of the 2017 Placing, please refer to the announcement of the Company dated 3 April 2017. As at the Latest Practicable Date, approximately 63% of the Current General Mandate has been utilised and no Shares have been repurchased by the Company; whether on the Stock Exchange or otherwise. If the 2017 Placing is completed and fully subscribed, 489,370,000 new Shares will be allotted and issued and the Current General Mandate will be utilised as to approximately 100%.

### PROPOSED GRANT OF NEW GENERAL MANDATE AND NEW REPURCHASE MANDATE

Unless otherwise renewed, the Current General Mandate will lapse at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to grant to the Directors New General Mandates:

- (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution at the AGM provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the relevant resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

## LETTER FROM THE BOARD

- (ii) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution at the AGM provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the relevant resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly.

In addition, a separate ordinary resolution will be proposed at the AGM to extend the New General Mandate to Shares repurchased by the Company pursuant to the New Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the New General Mandate or the New Repurchase Mandate (if granted to the Directors at the AGM).

The New General Mandate and the New Repurchase Mandate will expire at the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company.

As at the Latest Practicable Date, a total of 7,354,862,044 Shares were in issue. Subject to the passing of the ordinary resolutions granting the New General Mandate to the Directors and on the basis that no Shares (whether pursuant to the 2017 Placing or otherwise) will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot and issue a maximum of 1,470,972,408 Shares, representing 20% of the total number of issued Shares as at the date of the AGM. If the 2017 Placing is completed on or before the date of the AGM, assuming it being fully subscribed, the number of Shares in issue will be increased to 7,844,232,044 Shares and the Company would be allowed to allot and issue a maximum of 1,568,846,408 Shares, representing 20% of the enlarged total number of Shares following the 2017 Placing and as at the date of the AGM.

As at the Latest Practicable Date, the Company has no outstanding Options granted under the Existing Share Option Scheme or any convertible securities which entitles the holders thereof to convert the same into Shares.

An explanatory statement containing information regarding the New Repurchase Mandate is set out in the Appendix I to this circular.

### **RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS**

Mr. Chiu Chi Hong will retire from office as Director by rotation at the AGM and being eligible, offer himself for re-election pursuant to Article 87 of the Articles. In accordance with Article 86(3) of the Articles, each of Mr. Lee Tsz Hang, Mr. Ong King Keung, Mr. Zhou Jing and Ms. Wong Chi Yan shall hold office only until the AGM, and being eligible, will offer themselves for re-election at the AGM.

## LETTER FROM THE BOARD

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME**

The Existing Share Option Scheme was conditionally adopted by the Company on 26 July 2007 with a term of 10 years and will expire on 25 July 2017. In view of the expiration of the Existing Share Option Scheme, an ordinary resolution will be proposed at the AGM to terminate the Existing Share Option Scheme and adopt the New Share Option Scheme. Following the termination of the Existing Share Option Scheme, no further options will be granted under such scheme, but in all other respects the provisions of the Existing Share Option Scheme will remain in full force and effect and options granted prior to such termination will continue to be valid and exercisable in accordance with the rules of the Existing Share Option Scheme. Apart from the Existing Share Option Scheme, the Company had no other share option scheme currently in force as at the Latest Practicable Date.

Since the adoption of the Existing Share Option Scheme, 30,000,000 share options have been granted by the Company under the Existing Share Option Scheme and were fully exercised subsequently.

The purpose of the New Share Option Scheme is to enable the Company to grant Options to selected Eligible Participants as incentives or rewards for their contribution or potential contribution to the Company. A summary of the principal terms of the New Share Option Scheme are set out in Appendix III to this circular.

At the AGM, an ordinary resolution will be proposed for the Company to approve and adopt the New Share Option Scheme, which will take effect on the date of its adoption at the AGM subject to the Stock Exchange granting approval for the listing of and dealing in the Shares to be issued and allotted pursuant to the exercise of Options in accordance with the terms and conditions of the New Share Option Scheme.

Although the rules of the New Share Option Scheme provide that the New Share Option Scheme is not subject to any performance target and does not prescribe any specific minimum period for which an option must be held before it can be exercised, the Board believes that the requirement for a minimum exercise price (which is summarised in paragraph (D) in the Appendix III to this circular) of the New Share Option Scheme will serve to protect the value of the Shares and encourage Eligible Participants to acquire proprietary interests in the Company which will increase in value in line with the contribution by the Eligible Participants to the Company, so as to achieve the purpose of the New Share Option Scheme. No trustee will be appointed under the New Share Option Scheme.

The Directors consider that it is not appropriate to state the value of all Options that can be granted under the New Share Option Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the option value have not been determined. The Directors believe that any statement

## LETTER FROM THE BOARD

regarding the value of the Options as at the Latest Practicable Date would not be meaningful and could potentially be misleading to the Shareholders, taking into account the number of variables which are crucial for the calculation of the option value which have not been determined. Such variables include the exercise price, exercise period, and vesting period (if any), any performance targets set and other relevant factor (if any).

None of the Directors is a trustee of the New Share Option Scheme or has a direct or indirect interest in such trustee (if any) of the New Share Option Scheme with respect to the operation of the New Share Option Scheme, the Company will, where applicable, comply with the relevant requirements under Chapter 17 of the Listing Rules.

### Conditions Precedent of the New Share Option Scheme

The adoption of the New Share Option Scheme is conditional upon:

- (1) the passing of an ordinary resolution by the Shareholders at the AGM to approve the adoption of the New Share Option Scheme; and
- (2) the Listing Committee (as defined in the Listing Rules) of the Stock Exchange granting the listing of and permission to deal in any Shares which may fall to be issued by the Company pursuant to the exercise of Options in accordance with the terms and conditions of the New Share Option Scheme.

Assuming that there is no change in the total issued share capital of the Company (whether pursuant to the 2017 Placing or otherwise) between the period from the Latest Practicable Date and the Adoption Date, the number of Shares that may fall to be allotted and issued upon exercise in full of the Options that may be granted after the resolution authorising the Directors to allot and issue up to 10% of the then issued share capital of the Company has passed at the AGM would be 735,486,204 Shares should the New Share Option Scheme be adopted pursuant to Rule 17.03(3) of the Listing Rules. If the 2017 Placing is completed on or before the Adoption Date, assuming it being fully subscribed, the number of Shares that may fall to be allotted and issued upon exercise in full of the Options that may be granted would be 784,423,204 Shares. The limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other schemes must not exceed 30% of the relevant class of securities of the Company in issue from time to time.

A copy of the rules of the New Share Option Scheme will be available for inspection during normal business hours on Business Days at the office of the Company at Unit 1402, 14/F., Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Central, Hong Kong from the date of this circular up to and including the date of the AGM.

To the best of the Directors' knowledge, information and relief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to approve the adoption of the New Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the Options granted under the New Share Option Scheme and at the AGM.

## LETTER FROM THE BOARD

### DIRECTOR RESPONSIBILITY

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

### AGM

A notice convening the AGM to be held at Unit 1403, 14/F, Grand Millennium Plaza, 181 Queen's Road Central, Central, Hong Kong on 29 May 2017 (Monday) at 10:00 a.m. is set out on pages 29 to 34 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:00 a.m. (Hong Kong Time) on 27 May 2017 (Saturday)) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof if you so wish.

### RECOMMENDATION

The Directors consider that the granting of the New General Mandate, the New Repurchase Mandate, the re-election of the retiring Directors and the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the forthcoming AGM.

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

*This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the New Repurchase Mandate proposed to be granted to the Directors.*

This explanatory statement contains all the information required pursuant to rule 10.06 of the Listing Rules which is set out as follows:

### **STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules prohibit a company from knowingly purchasing its securities on the Stock Exchange from a core connected person (as defined in the Listing Rules), that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling to the company his/her/its securities of the company.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,354,862,044 Shares which are fully paid.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares (whether pursuant to the 2017 Placing or otherwise) are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 735,486,204 Shares, representing 10% of the total number of issued Shares as at the date of the AGM. If the 2017 Placing is completed on or before the date of the AGM, assuming it being fully subscribed, the number of Shares in issue will be increased to 7,844,232,044 Shares and the Directors would be allowed to exercise the powers of the Company to repurchase a maximum of 784,423,204 Shares, representing 10% of the enlarged total number of the issued Shares as at the date of the AGM.

### **REASONS FOR SHARE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

**FUNDING OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subjects to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

The Directors do not propose to exercise the New Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

**SHARE PRICES**

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date and up to the Latest Practicable Date were as follows:

	<b>Share Prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
April	2.77	2.32
May	2.84	2.22
June	2.63	2.18
July	2.50	0.12
August	0.295	0.12
September	0.236	0.151
October	0.247	0.169
November	0.221	0.181
December	0.212	0.174
<b>2017</b>		
January	0.186	0.164
February	0.187	0.166
March	0.181	0.140
April (till the Latest Practicable Date)	0.139	0.130

**SHARE REPURCHASES MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries has repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

**POSSIBLE MATERIAL ADVERSE IMPACT**

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2016) in the event that the New Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the New Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the Company's working capital requirements or the gearing levels. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the New Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the regulations set out in the memorandum and articles of association of the Company.

**EFFECT OF THE TAKEOVERS CODE**

If as a result of Shares repurchased by the Company pursuant to the New Repurchase Mandate, a substantial Shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (as that term is defined in the Takeovers Code), could, depending on the level of increase of the shareholding, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Directors, the following persons were directly or indirectly had an interest in 5% or more of the nominal value of the Shares that carry a right to vote in all circumstances at general meetings of the Company:

Name	Number of issued shares held	Approximate percentage of shareholding
Li Wing Sang (" <b>Mr. Li</b> ") ( <i>Note a</i> )	589,699,200	8.02%
Chu Yuet Wah (" <b>Ms. Chu</b> ")	481,246,800	6.54%

*Note a:* Mr. Li is an executive Director of the Company.

In the event that the Directors exercised in full the power to repurchase shares of the Company in accordance with the terms of the Ordinary Resolution no. 5 to be proposed at the AGM, the aforesaid interests of Mr. Li and Ms. Chu in the Shares as at the Latest Practicable Date would be proportionally increased to approximately 8.91% and 7.27%

respectively. In view of this it would be expected that none of the aforesaid parties would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the New Repurchase Mandate to such extent as would give rise to an obligation to make a mandatory offer under the Takeovers Code or if the repurchase would result in less than 25% of the issued share capital of the Company being held in public hands. Save as above, the Directors are not aware of any consequences which would arise under the Takeovers Code if the New Repurchase Mandate is to be exercised in full.

**DIRECTORS' DEALINGS**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates presently intends to sell Shares to the Company under the New Repurchase Mandate in the event that such mandate as proposed in the Ordinary Resolution no. 5 is approved by the Shareholders.

**CORE CONNECTED PERSONS**

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that such mandate as proposed in the Ordinary Resolution no. 5 is approved by the Shareholders.

*Set out below are details of the proposed Directors to be re-elected at the AGM*

**Mr. Chiu Chi Hong (招自康)**, aged 52, was appointed as an executive director of the Company on 11 July 2011. He holds a bachelor degree from Griffith University, Australia. He has over 15 years' experience in business development, corporate management, finance and accounting fields. Mr. Chiu is currently the director of certain subsidiaries of the Company. Save as disclosed above, Mr. Chiu did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor did he possess any other major appointments or professional qualifications.

Mr. Chiu is a Shareholder holding 68,576,000 Shares as at the Latest Practicable Date, representing approximately 0.93% of the issued share capital of the Company, but he does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Chiu has entered into a director's service agreement with the Company for a term of three years with effect from 11 July 2014 subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The director's remuneration of Mr. Chiu is HK\$2,460,000 per annum which is determined with reference to his duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Chiu that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Lee Tsz Hang (李子恆)**, aged 42, was appointed as an executive director of the Company on 1 September 2016. Mr. Lee holds a bachelor degree in Economics from the University of Winnipeg, Canada. He has over 15 years of securities and financial markets, and corporate finance experience, including securities investment, initial public offerings, mergers and acquisitions, corporate and capital restructuring, business projects evaluation, and equity and debt fund raising. He is currently the director of certain subsidiaries of the Company. He is also currently an executive director of Man Sang Jewellery Holdings Limited (stock code: 1466), which is a company listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Lee did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor did he possess any other major appointments or professional qualifications.

Mr. Lee is a Shareholder holding 64,370,000 Shares as at the Latest Practicable Date, representing approximately 0.88% of the issued share capital of the Company, but he does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Lee has entered into a director's service agreement with the Company for a term of one year with effect from 1 September 2016 subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The director's remuneration of Mr. Lee is HK\$420,000 per annum which is determined with reference to his duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Lee that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Ong King Keung (王競強)**, aged 41, holds a bachelor degree in accountancy from The Hong Kong Polytechnic University and a master degree in corporate finance from the City University of Hong Kong. He is a member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He is currently a director of a professional audit firm in Hong Kong. He has over 15 years of experience in auditing and accounting industry.

Mr. Ong is an independent non-executive director of China Water Affairs Group Limited (stock code: 855), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Ong is also an independent non-executive director of Bingo Group Holdings Limited (stock code: 8220), China Candy Holdings Limited (stock code: 8182) and Sunrise (China) Technology Group Limited (stock code: 8226) respectively, the shares of which are listed on the Growth Enterprise Market ("GEM") of the Stock Exchange. Mr. Ong had also been an independent non-executive director of Deson Construction International Holdings Limited (stock code: 8268), the shares of which are listed on the GEM of the Stock Exchange, since December 2014 and has been subsequently redesignated as a non-executive director since December 2015. Mr. Ong was also an independent non-executive director of China Environmental Energy Investment Limited (stock code: 986), the shares of which are listed on the Main Board of the Stock Exchange during the period from March 2013 to August 2014. Save as disclosed above, Mr. Ong did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any position with the Company and other members of the Group or other major appointments and qualifications.

Mr. Ong does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Ong has entered into a service agreement with the Company for his appointment as an independent non-executive Director for a term of one year commencing from 8 March 2017, which is terminable by either party by giving a one-month written notice. Mr. Ong shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Under the service agreement, Mr. Ong is entitled to a director's fee of HK\$240,000 per annum, which was mutually agreed upon between the Board and Mr. Ong with reference to the prevailing market conditions and the duties, responsibilities and expertise of Mr. Ong to be exercised on the Company's affairs.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Ong that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Zhou Jing (周晶)**, aged 57, obtained a Bachelor of Engineering from Wuhan Institute of Building Materials (武漢建築材料工業學院, now known as Wuhan University of Technology) in December 1982 and subsequently obtained a Master of Technology degree from Wuhan University of Technology in July 1987. Thereafter, Mr. Zhou had worked in various departments in the Central People's Government, the PRC between 1987 to 1994. Mr. Zhou had served as a factory manager, vice general manager and general manager in various state-owned enterprises in the PRC from May 1994 to August 2004. Between August 2004 to April 2013, Mr. Zhou held various positions in 北京中恒泰投資有限公司 (China Zhong Heng Tai Investment Company Limited), a company established with the approval of the National Development and Reform Commission of the PRC (中華人民共和國國家發展改革委員會) and from February 2006 to April 2013, Mr. Zhou held a concurrent post of general manager of China Zhong Heng Tai Investment (Suriname) N.V. (中國中恒泰投資(蘇里南)有限公司), a company established by China Zhong Heng Tai Investment Company Limited, in Suriname. Mr. Zhou has more than 10 years' experience in cultivation, processing technology research and investment management in the field of agriculture and forestry.

Mr. Zhou is the chairman and the executive director of China Demeter Financial Investments Limited (formerly known as China Demeter Investments Limited) (stock code: 8120), an independent non-executive director of DX.com Holdings Limited (stock code: 8086) respectively, the shares of which are listed on the GEM of the Stock Exchange. Save as disclosed above, Mr. Zhou did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any position with the Company and other members of the Group or other major appointments and qualifications.

Mr. Zhou does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhou has entered into a service agreement with the Company for his appointment an independent non-executive Director for a term of one year commencing from 8 March 2017, which is terminable by either party by giving a one-month written notice. Mr. Zhou shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Under the service agreement, Mr. Zhou is entitled to a director's fee of HK\$240,000 per annum, which was mutually agreed upon between the Board and Mr. Zhou with reference to the prevailing market conditions and the duties, responsibilities and expertise of Mr. Zhou to be exercised on the Company's affairs.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Zhou that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Ms. Wong Chi Yan (黃志恩)**, aged 35, holds a Bachelor of Business Administration degree in Accounting from Hong Kong Baptist University and a Master of Laws in International Corporate and Financial Law from The University of Wolverhampton, UK. Ms. Wong is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators.

Ms. Wong is currently an executive director and authorized representative of Aurum Pacific (China) Group Limited (stock code: 8148) whose shares are listed on the GEM of the Stock Exchange. Ms. Wong is also an executive director, company secretary and authorised representative of Elegance Optical International Holdings Limited (stock code: 907) and the company secretary and authorised representative of Flyke International Holdings Limited (stock code: 1998) whose shares are listed on the Main Board of the Stock Exchange. Ms. Wong was also an executive director, company secretary and authorised representative of PPS International (Holdings) Limited (stock code: 8201) whose shares are listed on the GEM of the Stock Exchange from June 2015 to July 2016. She was also the executive director of China Taifeng Beddings Holdings Limited (stock code: 873), a company listed on the Main Board of the Stock Exchange from July 2016 to August 2016. Ms. Wong was an independent non-executive director of Prosten Health Holdings Limited (stock code: 8026) whose shares are listed on the GEM of the Stock Exchange from June 2015 to October 2015 and was also an independent non-executive director of Co-Prosperity Holdings Limited (stock code: 707) whose shares are listed on the Main Board of the Stock Exchange from October 2015 to January 2016. Ms. Wong was the company secretary and authorised representative of U-RIGHT International Holdings Limited (stock code: 627) whose shares are listed on the Main Board of the Stock Exchange from September 2013 to April 2016. Ms. Wong has extensive experiences in auditing, accounting and financing as well as merger and acquisition. Save as disclosed above, Ms. Wong did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any position with the Company and other members of the Group or other major appointments and qualifications.

Ms. Wong does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Wong has entered into a service agreement with the Company for her appointment an independent non-executive Director for a term of one year commencing from 17 March 2017, which is terminable by either party by giving a one-month written notice. Ms. Wong shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Under the service agreement, Ms. Wong is entitled to a director's fee of HK\$240,000 per annum, which was mutually agreed upon between the Board and Ms. Wong with reference to the prevailing market conditions and the duties, responsibilities and expertise of Ms. Wong to be exercised on the Company's affairs.

Save as disclosed above, there are no other matters relating to the appointment of Ms. Wong that need to be brought to the attention of the Shareholders and there is no information that should be to be disclosed pursuant to any requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

*The following is a summary of the principal terms of the New Share Option Scheme but does not form part of, nor was it intended to be, the New Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the New Share Option Scheme:*

**(A) PURPOSE OF THE NEW SHARE OPTION SCHEME**

The purpose of the New Share Option Scheme is to provide incentives and/or rewards to Eligible Participants for their contributions to, and continuing efforts to promote the interests of, the Company.

**(B) ADMINISTRATION OF THE NEW SHARE OPTION SCHEME**

The New Share Option Scheme shall be subject to the administration of the Board whose decision on all matters arising in relation to the New Share Option Scheme or its interpretation or effect shall (save as otherwise provided herein, including but not limited to (a) the Scheme Mandate Limit; (b) the grant of Options to any of the substantial Shareholder (as defined in the Listing Rules) of the Company, an independent non-executive Director, connected person(s) (as defined in the Listing Rules) of the Company or any of their respective associates in certain circumstances, and any changes in the terms thereof; (c) the adjustment to be made in the event of any alternation in the capital structure of the Company; (d) the cancellation of Options; and (e) the alternation and termination of the New Share Option Scheme, and in the absence of manifest error) be final and binding on all persons who may be affected thereby.

**(C) GRANT AND ACCEPTANCE OF OPTIONS**

Subject to the terms of the New Share Option Scheme, the Board may, in its absolute discretion, invite any Eligible Participants to take up Options to subscribe for Shares at a price calculated in accordance with paragraph (D) below.

An offer of the grant of an Option shall be made to Eligible Participants in writing (and unless so made shall be invalid) in such form as the Board may from time to time determine and shall remain open for acceptance by the Eligible Participant concerned for a period of twenty-one (21) days inclusive of, from the date upon which it is made provided that no such offer shall be open for acceptance after the earlier of the close of business of the Company on the date which falls ten (10) years after the Adoption Date or the termination of the New Share Option Scheme or the Eligible Participant to whom such offer is made has ceased to be an Eligible Participant.

A non-refundable nominal consideration of HK\$1.00 is payable by the grantee upon acceptance of an Option. An Option shall be deemed to have been accepted when the duplicate letter comprising acceptance of the Option duly signed by the Eligible Participant together with the said consideration of HK\$1.00 is received by the Company.

Any offer of the grant of an Option may be accepted in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in such number of Shares as represents a board lot for the time being for the purpose of trading on the Stock Exchange or an integral multiple thereof.

**(D) EXERCISE OF OPTIONS AND PRICE OF SHARES**

An Option may be exercised in whole or in part by the grantee giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the subscription price for the Shares in respect of which the notice is given. Within thirty (30) days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate of the Company's auditors or independent financial advisers, the Company shall allot and issue the relevant Shares to the grantee (or his legal personal representative(s)) credited as fully paid.

Holder of the Options are not entitled to voting, dividend, transfer and other rights of the holders of the Shares, including those arising on a liquidation of the Company, save as otherwise provided herein or under the relevant laws or the memorandum of association of the Company and the Articles in effect from time to time. Shares to be allotted and issued upon the exercise of an Option will be subject to all the provisions of the Articles for the time being in force and will rank *pari passu* in all respects with the existing fully paid Shares in issue on the date on which the Option is duly exercised or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members (the "Exercise Date") and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A Share allotted upon the exercise of an Option shall not carry voting rights until the name of the grantee has been duly entered into the register of members of the Company as the holder thereof.

The subscription price for Shares under the New Share Option Scheme determined by the Board at its absolute discretion but in any event will not be less than the highest of (i) the closing price of the Shares on the Stock Exchange as shown in the daily quotations sheet of the stock Exchange on the Offer Date, which must be a Business Day; (ii) the average of the closing prices of the Shares as shown in the daily quotations sheets of the stock Exchange for the 5 Business Days immediately preceding the Offer Date and (iii) the nominal value of a Share on the Offer Date.

**(E) MAXIMUM NUMBER OF SHARES AVAILABLE FOR ISSUE**

- (i) Subject to the Listing Rules, the overall limit on the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the relevant class of Shares in issue from time to time. No Options may be granted under the New Share Option Scheme or any other share option schemes of the Company if this will result in this limit being exceeded.

- (ii) Subject to the limit mentioned in paragraph (E)(i) above, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the Shares in issue as at the date of the approval of the New Share Option Scheme (the “**Scheme Mandate Limit**”), unless Shareholders’ approval has been obtained pursuant to sub-paragraphs (iii) and (iv) below. Options lapsed in accordance with the terms of the New Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.
- (iii) Subject to the limit mentioned in paragraph (E)(i) above, the Company may refresh the Scheme Mandate Limit at any time subject to approval of the Shareholders in general meeting, provided that the Scheme Mandate Limit as refreshed must not exceed 10% of the Shares in issue as at the date of passing the relevant resolution. Options previously granted under the New Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised Options) will not be counted for the purpose of calculating the this limit. The Company must send a circular to the Shareholders containing such information as required under the Listing Rules.
- (iv) Subject to the limit mentioned in paragraph (E)(i) above, the Company may also seek separate approval of the Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to Eligible Participants specifically identified by the Company before such approval is sought. The Company must send a circular to the Shareholders containing a generic description of the specified Eligible Participants, the number and terms of Options to be granted, the purpose of granting Options to the specified Eligible Participants with an explanation as to how the terms of the Options serve such purpose and such other information as required under the Listing Rules.

**(F) GRANT OF OPTIONS TO CONNECTED PARTICIPANT(S) OR ANY OF THEIR ASSOCIATES**

Any grant of Options to a connected person (including but not limited to a Director, or substantial Shareholder) or its associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options).

Where Options are proposed to be granted to a connected person who is also a substantial Shareholder or an independent non-executive Director or their respective associates, and if such grant of options would result in the total number of Shares issued and to be issued upon exercise of the Options granted and to be granted (including

Options exercised, cancelled and outstanding) in any 12-month period up to and including the date of the grant of such options to such person representing in aggregate over 0.1% of the total number of issued Shares and have an aggregate value (based on the closing price of the securities at the date of each grant of these Options) exceeding HK\$5,000,000, then the proposed grant must be subject to the approval of the Shareholders in a general meeting (taken on a poll) in accordance with the requirements of the Listing Rules. The grantee, his associates and all core connected persons of the Company must abstain from voting in favour of the proposed grant at such general meeting.

A circular must be prepared by the Company explaining the proposed grant, disclosing, among other matters, (i) the number and terms of the Options to be granted, (ii) containing a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is a grantee) on whether or not to vote in favour of the proposed grant, and (iii) containing information relating to any Directors who are trustees of the scheme or have a direct or indirect interest in the trustees.

Any change in the terms of Options granted to a connected person or its associates must be approved by Shareholders in a general meeting.

#### **(G) MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT**

The total number of Shares issued and to be issued upon exercise of the options granted to each Eligible Participant or grantee (including exercised and outstanding options) in any twelve (12)-month period up to the date of grant shall not exceed 1% of the Shares in issue. Where it is proposed that any offer is to be made to an Eligible Participant (or where approximate, an existing grantee) which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the twelve (12)-month period up to and including the relevant date of grant to exceed such limit, such offer and any acceptance thereof must be conditional upon Shareholders' approval in general meeting with such Eligible Participant (or where appropriate, an existing grantee) and his, her or its close associates (or his, her or its associates if the Eligible Participant is a connected person) abstaining from voting. The Company must send a circular to the Shareholders disclosing the identity of the Eligible Participant or grantee, the number and terms of options to be granted (and options previously granted) to such Eligible Participant, and the information required under the Listing Rules. The number and terms (including the subscription price) of options to be granted to such Eligible Participant must be fixed before the date on which Shareholders' approval is sought and the date of the Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the subscription price.

#### **(H) TIME OF EXERCISE OF OPTIONS**

Subject to the terms of the New Share Option Scheme, an Option may be exercisable in whole or in part at any time during such period(s) to be determined and notified by the

Directors to the grantee, thereof at the time of making an Offer provided that such period shall not exceed the period of ten (10) years from the date of the grant of the particular Option but subject to the early termination of the New Share Option Scheme (the “**Option Period**”).

There is no specified minimum period under the New Share Option Scheme for which an Option must be held or the performance target which must be achieved before an Option can be exercised under the terms of the New Share Option Scheme.

**(I) RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS**

Grant of Options may not be made:

- (1) after Inside Information has come to the knowledge of the Company until it has been announced pursuant to the requirements of the Listing Rules; and
- (2) during the period commencing from one month immediately preceding the earlier of:
  - (a) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for approving the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
  - (b) the deadline for the Company to publish its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcements.

**(J) RIGHTS ARE PERSONAL TO GRANTEE**

An Option shall be personal to the grantee of the Option and shall not be assignable. No grantee of the Option shall in any way sell, transfer, charge, mortgage, encumber or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreement so to do. Any breach of the foregoing by a grantee of the Option shall entitle the Company to cancel any Option or part thereof granted to such grantee to the extent not already exercised.

**(K) RIGHTS ON CESSATION OF EMPLOYMENT BY DISMISSAL**

If the grantee of an Option is an employee and ceases to be an employee on one or more of the grounds that he or she has been guilty of persistent or serious misconduct, bankruptcy, insolvency, composition with his or her creditors generally or conviction of any criminal offence (other than an offence which in the opinion of the Directors does not bring the grantee or the Group into disrepute) or any other ground(s) on which the Group

would be entitled to terminate his or her employment pursuant to any applicable law, his or her Option (to the extent not already exercised) will lapse on the date of cessation of his or her employment.

**(L) RIGHTS ON DEATH**

If the grantee of an Option ceases to be an Eligible Participant by reason of his or her death before exercising the Options in full and none of the events referred to in paragraph (K) above as ground for termination of his or her Options arises, his or her personal representative(s) may exercise the Option (to the extent not already exercised) within a period of six months following the date of death (or such longer period as the Board may determine), failing which it will lapse. If any of the events referred to in paragraphs (P) to (R) below occurs during such period, his or her personal representative(s) may exercise the Option pursuant to paragraphs (P) to (R) respectively.

**(M) RIGHTS ON CESSATION OF EMPLOYMENT BY REASON OF ILL-HEALTH OR RETIREMENT**

If the grantee of an Option is an employee and ceases to be an employee by reason of ill-health or retirement in accordance with his or her contract of employment, he or she may exercise the Option (to the extent not already exercised) within a period of six months following the date of such cessation, failing which it will lapse. The date of cessation shall be the last day on which the grantee is actually at work with the Group whether salary is paid in lieu of notice or not. If any of the events referred to in paragraphs (P) to (R) below occurs during such period, he or she may exercise the Option pursuant to paragraphs (P) to (R) respectively.

**(N) RIGHTS ON CESSATION FOR OTHER REASONS**

If the grantee of an Option ceases to be an Eligible Participant for any reason other than the reasons set out in paragraphs (L) and (M) above, his or her Option (to the extent not already exercised) will lapse on the date of cessation.

**(O) RIGHTS ON BREACH OF CONTRACT**

If the grantee of an Option who is a business or joint venture partner, contractor, agent or representative, consultant, adviser, supplier, producer or licensor, customer, licensee (including any sub-licensee) or distributor, landlord or tenant (including sub-tenant) of the Group ceasing to be an Eligible Participant by reason of breach of contract entered into between such Eligible Participant and the Company, in the absolute determination of the Board, the Option shall lapse on the date of the Board's determination and not be exercisable.

**(P) RIGHTS ON A GENERAL OFFER**

In the event of a general offer being made to all Shareholders or all such holders other than the offeror and/or person controlled by the offeror and/or any person acting in

concert (as defined in the Takeovers Code with the offeror) and such offer becomes or is declared unconditional during the Option Period of the relevant Option, the grantee (or his or her personal representative(s)) shall be entitled to exercise the Option in full (to the extent not already exercised) at any time within thereafter and up to the close of such offer.

**(Q) RIGHTS ON WINDING UP**

In the event a notice is given by the Company to its members to convene an extraordinary general meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as it despatches such notice to each member of the Company give notice thereof to all grantees and any grantee (or his or her personal representative(s)) may by notice in writing to the Company accompanied by a remittance for the full amount of the aggregate subscription price in respect of the relevant Option (such notice shall be received by the Company no later than five (5) Business Days prior to the proposed general meeting)) exercise the Option (to the extent not already exercised) either to its full extent or to the extent that he or she may specify in his or her notice and the Company shall as soon as possible and in any event no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot and issue such number of Shares to the grantee credited as fully paid.

**(R) RIGHTS ON RECONSTRUCTION, COMPROMISE OR ARRANGEMENT**

If a compromise or arrangement between the Company and its members or creditors is proposed for the purpose of or in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice to the grantee on the same date as it despatches the notice to each member or creditor of the Company to summon a meeting to consider such a compromise or arrangement, and thereupon the grantee (or his or her personal representative(s)) may by notice in writing to the Company accompanied by a remittance of the full amount of the subscription price in respect of which the notice is given (such notice shall be received by the Company no later than five (5) Business Days prior to the proposed meeting) exercise the Option (to the extent not already exercised) either to its full extent or to the extent specified in the notice and the Company shall as soon as possible and in any event no later than the Business Day immediately prior to the date of the proposed general meeting allot and issue such number of Shares to the grantee credited as fully paid.

**(S) CANCELLATION OF OPTIONS**

Any Option granted but not exercised may not be cancelled except with the written consent of the relevant grantee and the prior approval of the Directors. Any cancellation of Options granted but not exercised and the issuance of new Options to the same grantee may only be made under the New Share Option Scheme with available unissued Options (excluding the cancelled Options) within the Scheme Mandate Limit referred to in paragraph (E)(i) above. Options lapsed in accordance with the terms of the New Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.

**(T) EFFECT OF ALTERATIONS TO SHARE CAPITAL**

In the event of any alteration in the capital structure of the Company by way of capitalization of profits or reserved, rights issue, consolidation, subdivision or reduction of the share capital of the Company (other than an issue of Shares as consideration in respect of a transaction while any Option remains exercisable), such corresponding alternations (if any) will be made in:

- (a) the numbers or nominal number of Shares subject to any Options so far as such option remains unexercised; and/or
- (b) the subscription price per Share as the auditors or independent financial advisers for the time being of the Company shall at the request of the Company or any grantee certify in writing to be in their opinion fair and reasonable; provided that any such alterations shall be made on the basis that the grantee shall have the same proportion of the issued share capital of the Company to which he or she was entitled before such alteration and the aggregate subscription price payable by the grantee on the full exercise of any Option shall remain as nearly as possible the same as (but not greater than) it was before such event, but so that no such alterations shall be made the effect of which would be to enable a Share to be issue at less than its nominal value. Save in the case of a capitalisation issue, the auditors or independent financial advisers for the time being of the Company must confirm to the Directors in writing that such adjustment(s) satisfy the aforesaid requirements.

**(U) RANKING OF SHARES**

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Articles for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue on the date on which the Option is exercised and accordingly will entitle the holders of Shares to participate in all dividends or other distributions paid or made on or after the date on which the Option is exercised other than any dividends or other distributions previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date of allotment.

**(V) DURATION OF THE NEW SHARE OPTION SCHEME**

The New Share Option Scheme shall continue in force for the period commencing from the Adoption Date, which is expected to be the date of the AGM, and expiring at the close of business on the date which falls ten (10) years after the Adoption Date, after such period no further Options will be granted but the provisions of the New Share Option Scheme shall remain in full force and effect in respect of any Options granted before its expiry or termination but not yet exercised.

**(W) ALTERATIONS TO THE TERMS OF THE NEW SHARE OPTION SCHEME**

- (i) The provisions relating to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Eligible Participants without the prior approval of Shareholders in a general meeting.
- (ii) Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by Shareholders, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme.
- (iii) The amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules.
- (iv) Any change to the authority of the Directors or the administrator of the New Share Option Scheme in relation to any alteration to the terms of the New Share Option Scheme must be approved by Shareholders in a general meeting.

**(X) CONDITIONS OF THE NEW SHARE OPTION SCHEME**

The New Share Option Scheme is conditional on (i) the passing of an ordinary resolution at a general meeting of the Company to approve the adoption of the New Share Option Scheme; and (ii) the Listing Committee (as defined in the Listing Rules) of the Stock Exchange granting the listing of and permission to deal in any Shares which may fall to be issued by the Company pursuant to the exercise of Options in accordance with the terms and conditions of the New Share Option Scheme.

**(Y) LAPSE OF OPTIONS**

An Option shall lapse automatically (to the extent not already exercised) on the earliest of: (i) the expiry of the Option Period; (ii) the expiry of any of the periods referred to in paragraphs (K) to (R); (iii) the date on which the Directors shall exercise the Company's right to cancel the Option by reason of a breach of paragraph (J) by the grantee of the Option in respect of that or any other Option; and (iv) the date of the commencement of the winding-up of the Company.

**(Z) TERMINATION**

The Company by ordinary resolution in general meeting may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered but in all other respects the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options granted prior to such termination. Details of the Options granted, including Options exercised or outstanding, under the New Share Option Scheme shall be disclosed in the circular to Shareholders seeking approval of any subsequent share option scheme to be established after such termination.

**(AA) MISCELLANEOUS**

The terms of the New Share Option Scheme (and any other schemes adopted by the Company from time to time) shall be in accordance with the requirements set out in Chapter 17 of the Listing Rules.

The Company will comply with the relevant statutory requirements and the Listing Rules from time to time in force on a continuing basis in respect of the New Share Option Scheme and any other schemes of the Company.

Any dispute arising in connection with the number of Shares of an Option and any of the matters referred to in paragraph (T) above shall be referred to the decision of the auditors or the independent financial advisers of the Company who shall act as experts and not as arbitrators and whose decision, in the absence of manifest error, shall be final and conclusive.

## NOTICE OF ANNUAL GENERAL MEETING



### 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 IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Tech Pro Technology Development Limited (the “Company”) will be held at Unit 1403, 14/F, Grand Millennium Plaza, 181 Queen’s Road Central, Central, Hong Kong on 29 May 2017 (Monday) at 10:00 a.m. for considering and, if though fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts and reports of the directors and of the auditors of the Company and its subsidiaries for the year ended 31 December 2016;
2. To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration;
3.
  - (a) Mr. Chiu Chi Hong be re-elect as an executive director of the Company and to authorise the board of directors of the Company to fix his director’s remuneration;
  - (b) Mr. Lee Tsz Hang be re-elect as an executive director of the Company and to authorise the board of directors of the Company to fix his director’s remuneration; and
  - (c) Mr. Ong King Keung be re-elect as an independent non-executive director of the Company and to authorise the board of directors of the Company to fix his director’s remuneration;
  - (d) Mr. Zhou Jing be re-elect as an independent non-executive director of the Company and to authorise the board of directors of the Company to fix his director’s remuneration; and
  - (e) Ms. Wong Chi Yan be re-elect as an independent non-executive director of the Company and to authorise the board of directors of the Company to fix her director’s remuneration.
4. “THAT
  - (a) subject to paragraph (c) of this resolution below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and

## NOTICE OF ANNUAL GENERAL MEETING

otherwise deal with additional shares (“**Shares**”) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options (including warrants, bonds and debentures convertible into shares of the Company), deeds and other documents which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) and (b) of this resolution, otherwise than pursuant to:
  - (i) a rights issue (as hereinafter defined); or
  - (ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or
  - (iii) the exercise of any option under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares of the Company; or
  - (iv) any scrip dividends scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; and
  - (v) a specific authority granted by the shareholders of the Company,

shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraphs (c) and (d) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the Shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with the applicable laws of the Cayman Islands and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or the rules of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of Shares which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution and the approval pursuant to paragraph (a) of this resolution be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be repurchased pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions numbered 4 and 5 as set out in the notice (the “**Notice**”) convening this meeting, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares in the capital of the Company pursuant to the resolution numbered 4 as set out in the Notice be and the same is hereby extended by the addition to the aggregate number of

## NOTICE OF ANNUAL GENERAL MEETING

Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares purchased by the Company under the authority granted pursuant to the resolution numbered 5 as set out in the Notice.”

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the shares of the Company falling to be allotted and issued pursuant to the exercise of any options granted under the new share option scheme (the “**New Share Option Scheme**”) of the Company, the terms of which are set out in the document marked “A” which has been signed by the chairman of this meeting and produced to this meeting for the purpose of identification, the rules of the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to approve further amendments to the rules of the New Share Option Scheme as may be acceptable or not objected to by the Stock Exchange and to grant options and to allot, issue and deal with any shares of the Company pursuant to the exercise of any options granted thereunder and to take all such steps and to take all such steps as they may consider necessary or expedient to give effect to the New Share Option Scheme; and
- (b) the existing share option scheme of the Company conditionally adopted on 26 July 2007 be and is hereby terminated with effect from the date on which the New Share Option Scheme shall become unconditional and effective, and shall cease to have any further effect except that the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any option granted under the Existing Share Option Scheme prior to its termination, or otherwise to the extent as may be required in accordance with the rules of the Existing Share Option Scheme.”

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

Hong Kong, 25 April 2017

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the aforesaid 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 AGM. 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 that power of attorney or authority, shall be delivered to the office of the Hong Kong branch share registrars and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the AGM (i.e. not later than 10:00 a.m. (Hong Kong Time) on 27 May 2017 (Saturday)) 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 AGM or any adjournment thereof in cases where the AGM 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 AGM, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, 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 return of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to revoked.
- (7) An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolutions no. 5 as set out in this notice is enclosed.
- (8) The transfer books and Register of Members of the Company will be closed from 24 May 2017 (Wednesday) to 29 May 2017 (Monday) both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 23 May 2017.
- (9) Details of Mr. Chiu Chi Hong, Mr. Lee Tsz Hang, Mr. Ong King Keung, Mr. Zhou Jing and Ms. Wong Chi Yan proposed to be re-elected as directors of the Company at the AGM are set out in Appendix II to this circular.