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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)

INSIDE INFORMATION

This announcement is made by Tech Pro Technology Development Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (each a “**Director**”) of the Company announces that the Securities and Futures Commission (the “**SFC**”) has on 9 November 2017 issued a direction (the “**Rule 8(1) Direction**”) under Rule 8(1) of the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) to suspend trading in the shares of the Company with effect from 9:00 a.m. on 9 November 2017 as it appears to the SFC that:

- (1) the Company’s interim results (the “**2017 Interim Results Announcement**”) for the six months ended 30 June 2017 published on 25 August 2017 and the 2017 interim report (the “**2017 Interim Report**”) of the Company published on 20 September 2017 contained materially false, incomplete or misleading information;
- (2) it is necessary or expedient to do so in the interest of maintaining an orderly and fair market in the shares of the Company; and
- (3) it is in the interest of the investing public or in the public interest, or it is appropriate for the protection of investors generally or for the protection of investors in the shares of the Company to do so.

It appears to the SFC that prior to the publication of the 2017 Interim Results Announcement and the 2017 Interim Report, Shanghai Fuchao Property Management Company Limited (the “**JV Company**”), a company incorporated in the PRC and 50% of the equity interest of which is owned by an indirect wholly-owned subsidiary of the Company, had lost its sub-leasing right of a block commercial/office building (the “**Property**”) located in Jing’an District of Shanghai, PRC as a result of a lawsuit (the “**Lawsuit**”) instigated against the JV Company by the Logistics Department of the People’s Chinese Armed Police Force, Corps of Shanghai (中國人民武裝警察部隊上海市總隊後勤部) (“**CAPF Shanghai Logistics Department**”) as the owner of the Property. It was alleged by CAPF Shanghai Logistics Department that the JV Company defaulted in paying rents since March 2016 in accordance with the leasing agreement dated 10 May 2007 entered into between the JV Company (as lessee) and the Lease Office of the Barracks Division of the CAPF Shanghai Logistics Department (中國人民武裝警察部隊上海市總隊後勤營房處租賃辦公室) (the “**Lease Office**”) (as lessor) (which was subsequently supplemented by two supplemental agreements dated 10 May 2007 and 22 January 2013 respectively) (collectively, the “**Leasing Agreements**”). As a result of the Lawsuit, it appears that the JV Company has lost its sub-leasing right of the Property on 18 July 2017. The Lawsuit was not disclosed in the 2017 Interim Results Announcement or the 2017 Interim Report.

The Company and the Directors did not have knowledge about the Lawsuit prior to receiving the letter from the SFC on 7 November 2017. The Company has entrusted the shareholder of the JV Company (the “**JV Partner**”) who is interested in another 50% of the equity interests in the JV Company, with the daily operations of the JV Company. Indeed, Directors truly believe that the JV Partner had already paid the rent in respect of the Property for the period from January 2016 to December 2024 in the aggregate amount of RMB108 million on behalf the JV Company, and the Lease Office, being the lessor and the contracting party of the Leasing Agreements, had issued a certificate on 4 January 2017, certifying the receipt of the aforementioned rent.

There is no reasonable ground for the Directors to suspect that the Leasing Agreements have been terminated or the sub-leasing right of the Property has been lost. The JV Partner and the JV Company did not disclose any information about the Lawsuit to the Company.

The Company has already engaged legal advisers in the PRC (the “**PRC Legal Advisers**”) to investigate into the matters regarding the Lawsuit. Further announcement will be made by the Company to inform its shareholders the current status of the JV Company, including the status of the Leasing Agreements and the sub-leasing right of the Property, as soon as possible upon receiving the advice from the PRC Legal Advisers. The Company will also consider and adopt all reasonable measures to protect the interests of its shareholders, including but not limited to the taking of all necessary legal actions against the JV Partner and/or the JV Company. As regards the disclosures in the 2017 Results Announcement and the 2017 Interim Report concerning the JV Company, the Company will issue a clarification announcement, which will include the relevant statements and notes for the period of six months ended 30 June 2017 which reflect the financial impact, if any, arising from the Lawsuit, as soon as possible.

The Company is entitled to make representation in respect of the Rule 8(1) Direction to the SFC under Rule 9 of the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong). The Board is now seeking proper legal advice on the Rule 8(1) Direction and will make further announcement in due course.

Trading in shares of the Company will remain suspended. The Company will use its best endeavours and take all necessary actions and steps with a view to addressing and resolving the SFC's concern and to resume the trading in shares of the Company as soon as practicable.

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

Hong Kong, 9 November 2017

As at the date of this announcement, the executive Directors are Mr. Li Wing Sang, Mr. Liu Xinsheng, Mr. Chiu Chi Hong and Mr. Lee Tsz Hang; and the independent non-executive Directors are Mr. Ong King Keung, Ms. Wong Chi Yan, Mr. Wong Kui Shing, Danny and Dr. Wong Yun Kuen.