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IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8446)

(1) CONNECTED TRANSACTION INVOLVING THE PROPOSED ISSUE OF NEW SHARES TO THE CONTROLLING SHAREHOLDER UNDER SPECIFIC MANDATE; AND (2) PROPOSED ISSUE OF REMUNERATION SHARES UNDER GENERAL MANDATE

Financial adviser to the Company



RAINBOW CAPITAL (HK) LIMITED
流博資本有限公司

**Independent financial adviser to
the Independent Board Committee and the Independent Shareholders**



On 12 December 2022 (after trading hours), the Company entered into the Share Subscription Agreement with ST Ma, pursuant to which the Company has conditionally agreed to allot and issue, and ST Ma has conditionally agreed to subscribe for, 13,157,894 Subscription Shares at the Subscription Price of HK\$7.60 per Subscription Share at a total consideration of approximately HK\$100 million.

The Subscription Shares represent (i) approximately 1.64% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 1.62% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares and the Remuneration Shares, assuming there will be no other change in the issued share capital of the Company from the date of the Share Subscription Agreement up to the Closing Date.

The net proceeds from the Share Subscription, after the deduction of related fees and expenses, are estimated to be approximately HK\$59.0 million. The sum payable by the Subscriber under the Subscription Agreement in the amount of HK\$40.0 million will be satisfied by the capitalisation and full settlement of the Shareholder's Loan. The Company intends to apply the net proceeds from the Share Subscription (i) as to approximately HK\$49.0 million for potential merger and acquisition opportunities of companies engaged in the provision of information technology solutions and/or e-commerce related businesses which are in line with the Group's existing business of provision of information technology consulting services in the PRC; and (ii) as to approximately HK\$10.0 million for general corporate and working capital purposes.

In addition to the Subscription Shares, the Company has also agreed to allot and issue to Rainbow a total of 74,000 Remuneration Shares at the Subscription Price of HK\$7.60 per Subscription Share at a total consideration of HK\$562,400 to settle the professional fees charged by Rainbow in relation to the Share Subscription. The Company plans to utilise its existing general mandate for the allotment and issue of the Remuneration Shares.

As at the date of this announcement, ST Ma held 55% of the issued share capital of the Company and is therefore a connected person of the Company. The Share Subscription Agreement and the transactions contemplated thereunder constitute a connected transaction of the Company and is subject to the reporting, announcement, circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The EGM will be convened for the purpose of considering and, if thought fit, approving the Share Subscription Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Subscription Shares to ST Ma.

ST Ma and its associate(s) shall abstain from voting on the relevant ordinary resolution at the EGM. Other than ST Ma and its associate(s), to the best of the knowledge, information and belief of the Directors, no other Shareholder has a material interest in the Share Subscription Agreement and the transactions contemplated thereunder and is required to abstain from voting on the relevant resolution to approve the Share Subscription Agreement and the transactions contemplated thereunder at the EGM.

A circular containing, among other things, (i) further details of the Share Subscription Agreement and the transactions contemplated thereunder; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iv) a notice convening the EGM; and (v) other information required under the GEM Listing Rules, will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules. It is expected that the circular will be despatched to the Shareholders on or before 5 January 2023 after taking into account the time required for preparation of the circular.

Completion of the issue of the Subscription Shares are conditional upon the fulfilment of the Conditions Precedent set out in the section headed “Principal terms of the Share Subscription Agreement — Conditions Precedent” in this announcement, which may or may not be fulfilled. Accordingly, the aforementioned completion may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

On 12 December 2022 (after trading hours), the Company entered into the Share Subscription Agreement with ST Ma, pursuant to which the Company has conditionally agreed to allot and issue, and ST Ma has conditionally agreed to subscribe for, 13,157,894 Subscription Shares at the Subscription Price of HK\$7.60 per Subscription Share.

PRINCIPAL TERMS OF THE SHARE SUBSCRIPTION AGREEMENT

Date: 12 December 2022

Parties: (i) The Company, as issuer; and
(ii) ST Ma, as subscriber

Subscription Shares: 13,157,894 Subscription Shares

Subscription Price: HK\$7.60 per Subscription Share

Subscription Shares

Assuming there will be no other change in the issued share capital of the Company from the date of the Share Subscription Agreement up to the Closing Date, save for the allotment and issue of the Subscription Shares and the Remuneration Shares, the Subscription Shares represent:

- (a) approximately 1.64% of the existing issued share capital of the Company as at the date of this announcement; and
- (b) approximately 1.62% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares and the Remuneration Shares.

The Subscription Shares have an aggregate nominal value of HK\$131,578.94.

Subscription Price

The Subscription Price of HK\$7.60 per Subscription Share represents:

- (a) a discount of approximately 16.94% to the closing price of HK\$9.15 per Share as quoted on the Stock Exchange on the date of the Share Subscription Agreement;

- (b) a discount of approximately 13.87% to the average closing price of approximately HK\$8.824 per Share as quoted on the Stock Exchange for the last five (5) trading days up to and including the Last Trading Day;
- (c) a discount of approximately 7.23% to the average closing price of approximately HK\$8.192 per Share as quoted on the Stock Exchange for the last ten (10) trading days up to and including the Last Trading Day;
- (d) a discount of approximately 2.95% to the average closing price of approximately HK\$7.831 per Share as quoted on the Stock Exchange for the last thirty (30) trading days up to and including the Last Trading Day;
- (e) a discount of approximately 5.87% to the average closing price of approximately HK\$8.074 per Share as quoted on the Stock Exchange for the last sixty (60) trading days up to and including the Last Trading Day; and
- (f) a premium of approximately 11,076% over the unaudited net asset value per Share of approximately HK\$0.068 which is calculated based on the unaudited equity attributable to the Shareholders of approximately HK\$54.3 million as at 31 August 2022 and 800,000,000 issued Shares as at the date of this announcement.

The Subscription Price was determined after arm's length negotiation between the Company and ST Ma after taking into account the prevailing market price and trading volume of the Shares as well as the current market conditions.

The Subscription Price shall be satisfied by ST Ma:

- (a) as to HK\$40 million by capitalisation of the Shareholder's Loan; and
- (b) as to approximately HK\$60.0 million in cash upon Closing.

The Shareholder's Loan, which is unsecured, interest free and repayable on demand, represented the shareholder's loan of HK\$40 million made by ST Ma to the Company pursuant to the loan agreement dated 22 July 2022 entered into by the Company and ST Ma. Upon Closing, the Shareholder's Loan shall be deemed to have been fully repaid and the Company shall be released from its obligations under the Shareholder's Loan. Details of the Shareholder's Loan are set out in the announcement of the Company dated 22 July 2022.

The gross proceeds from the Share Subscription shall be approximately HK\$60.0 million. The net proceeds from the Share Subscription, after deduction of relevant costs and expenses, are estimated to be approximately HK\$59.0 million. The net Subscription Price per Subscription Share, after deduction of relevant costs and expenses, is estimated to be approximately HK\$7.52 per Subscription Share.

Ranking

The Subscription Shares, when issued and fully paid, will rank *pari passu* in all respects among themselves and with all other Shares in issue at the time of allotment and issue of the Subscription Shares.

Conditions Precedent

Completion of the Share Subscription Agreement is conditional upon the satisfaction (or, if applicable, waiver) of the following Conditions Precedent:

- (a) the passing of the relevant resolution(s) by the Independent Shareholders at the EGM to approve the Share Subscription Agreement and the transactions contemplated thereunder;
- (b) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Subscription Shares and such approval not having been withdrawn or revoked;
- (c) the current listing of the Shares on the Stock Exchange not having been cancelled or withdrawn;
- (d) each of the warranties included in the Share Subscription Agreement given by the Company remaining true and accurate in all respects and not misleading in any respect as at Closing;
- (e) the Company not having materially breached or failed to perform in any material respect its other obligations or undertakings under the Share Subscription Agreement prior to Closing;
- (f) all consents, approvals, permits, authorisations or clearances (as the case may be) that the Company reasonably considers necessary pursuant to applicable laws, regulations or rules (including but not limited to the GEM Listing Rules) for its execution, implementation and completion of the Share Subscription Agreement having been obtained, and all such consents, approvals, permits, authorisations and clearances not having been revoked or withdrawn at any time before Closing;
- (g) all consents, approvals, permits, authorisations or clearances (as the case may be) that ST Ma reasonably considers necessary pursuant to applicable laws, regulations or rules (including but not limited to the GEM Listing Rules) for its execution, implementation and completion of the Share Subscription Agreement having been obtained, and all such consents, approvals, permits, authorisations and clearances not having been revoked or withdrawn at any time before Closing; and
- (h) from the date of the Share Subscription Agreement up to and at the Closing Date, there not having occurred any change (nor any development or event involving a prospective change) in the business, assets and liabilities, condition (financial or otherwise), business operations, results of

operations or general affairs of the Company or the Group taken as a whole (whether or not arising in the ordinary course of business), which, in the reasonable opinion of ST Ma, has or would have a Material Adverse Effect.

Among the above Conditions Precedent, items (a), (b), (c), (f) and (g) are not waivable by any party to the Share Subscription Agreement, while items (d), (e) and (h) may be waived by ST Ma. As at the date of this announcement, none of the Conditions Precedent have been fulfilled.

Termination

If any Condition Precedent has not been satisfied or waived by 11:59 p.m. on 31 March 2023 (the “**Long Stop Date**”), the Share Subscription Agreement shall be automatically terminated with immediate effect.

Closing

Subject to the Conditions Precedent being satisfied or waived (if applicable) and the relevant terms under the Share Subscription Agreement, Closing shall occur on the date that is ten (10) business days after the date (not being later than the Long Stop Date) on which the last Condition Precedent is satisfied or waived (if applicable) via exchange of documents and signatures, or at such other date, time and venue as the parties to the Share Subscription Agreement may agree in writing.

Specific Mandate

In respect of the Share Subscription, the Subscription Shares shall be allotted and issued under the Specific Mandate to be sought from the Independent Shareholders at the EGM.

Listing Application

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

PROPOSED ISSUE OF THE REMUNERATION SHARES TO RAINBOW

Rainbow is the financial adviser to the Company in relation to the Share Subscription. Having considered the financial position and the capital requirement of the Group, it was agreed between the Company and Rainbow that the professional fees charged by Rainbow, amounting to HK\$562,400 (the “**Fee**”), will be settled by the allotment and issue of 74,000 Remuneration Shares at the Subscription Price of HK\$7.60 per Share subject to and at completion of the Share Subscription. The Remuneration Shares have an aggregate nominal value of HK\$740. The Remuneration Shares represent (a) approximately 0.009% of the existing issued share capital of the Company as at the date of this announcement; and (b) approximately 0.009% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares and the Remuneration Shares. To the best of the

Directors' knowledge, information and belief, having made all reasonable enquiries, Rainbow and its ultimate beneficial owners are third parties independent of, and not connected with the Company and its connected persons. As at the date of this announcement, Rainbow has no interest in the Company.

Having considered the financial position and the capital requirement of the Group and to minimise cash outlays, the Directors consider that the issue of the Remuneration Shares is in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, the existing general mandate granted at the annual general meeting held on 8 November 2022 to issue up to 160,000,000 Shares (the “**General Mandate**”) had not been utilised in whole or in part. The Remuneration Shares are proposed to be issued under the General Mandate and no additional Shareholders' approval is required. Application will be made to the Stock Exchange in respect of such listing of, and permission to deal in, the Remuneration Shares. The Remuneration Shares will rank *pari passu* with the Shares in issue.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY FOLLOWING COMPLETION OF THE SHARE SUBSCRIPTION

The table below sets out a summary of the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the Subscription Shares and the Remuneration Shares (assuming there are no other changes to the issued share capital of the Company between the date of this announcement and the Closing Date):

	As at the date of this announcement		Immediately after the allotment and issue of the Subscription Shares and the Remuneration Shares	
	<i>Number of Shares</i>	<i>Approximate (%)</i>	<i>Number of Shares</i>	<i>Approximate (%)</i>
ST Ma (<i>Note 1</i>)	440,000,000	55.00	453,157,894	55.72
Next Vision Management Limited (<i>Note 2</i>)	56,000,000	7.00	56,000,000	6.89
Other Directors				
Ms. Zhang Yan Ling	1,404,000	0.18	1,404,000	0.17
Mr. Cui Hai Bin	1,000,000	0.13	1,000,000	0.12
Ms. Jiang Yu E	2,994,000	0.37	2,994,000	0.37
Public Shareholders				
Rainbow	—	—	74,000	0.01
Other public Shareholders	<u>298,602,000</u>	<u>37.32</u>	<u>298,602,000</u>	<u>36.72</u>
Total	<u>800,000,000</u>	<u>100.00</u>	<u>813,231,894</u>	<u>100.00</u>

Notes:

1. A company incorporated in the Cayman Islands with limited liability, which is wholly-owned by Mr. Ma Lie, the chairman, an executive Director and the controlling shareholder of the Company.
2. A company incorporated in the British Virgin Islands with limited liability, which is beneficially owned as to 75% by Mr. Yeung Ho Ting Dennis, an executive Director.

REASONS FOR AND BENEFITS OF THE SHARE SUBSCRIPTION

The Group is principally engaged in the provision of visual display solution services for concerts and events in Hong Kong, Macau and the PRC and the provision of information technology consulting services in the PRC.

The entering into of the Share Subscription Agreement will provide the Group with more financial flexibility and additional capital without finance cost to support the business development and operation of the Group as well as to settle the outstanding liabilities under the Shareholders' Loan without utilising the existing resources of the Group. The financial performance of the Group has been affected by the COVID-19 outbreak in recent years. For the two years ended 31 May 2022, the Group recorded (i) revenue of approximately HK\$12.3 million and HK\$20.3 million; and (ii) loss attributable to the Shareholders of approximately HK\$35.0 million and HK\$24.2 million, respectively. As at 31 May 2022, the Group only had cash and cash equivalents of approximately HK\$0.8 million. Although the global epidemic control policies gradually relaxed, the uncertainty of the control policies might continue to impact the Group's operations. The Share Subscription allows the Group to raise the required fund to sustain its existing business and cope with the impact of the pandemic.

Given the current scale of operation in term of revenue and financial performance of the Group as stated above, there is an imminent need for the Group to diversify its business and income stream. As disclosed in the annual report of the Company for the year ended 31 May 2022, the Group has started to seek and successfully explored new business opportunities that can leverage on its existing video display equipment. The Group has commenced cooperation with Shenzhen Xinhang Information Technology Company Limited ("**Shenzhen Xinhang**"), a company equipped with the relevant metaverse technology which can be widely used for visual displays with visual effects to realise extended reality performances or events and virtual human performances, with the view to applying this technology to its existing video display business. On 28 July 2022, the Group entered into a capital injection agreement with the relevant vendors and Shenzhen Xinhang, pursuant to which the Group has conditionally agreed to make the capital injection of RMB34 million into Shenzhen Xinhang. Completion of the acquisition of Shenzhen Xinhang took place on 18 August 2022 and such capital injection was financed by the Shareholder's Loan. The proceeds from the Share Subscription can also be used for the development of Shenzhen Xinhang and for other investment opportunities with growth potential related to visual display technology and other related information technology.

The Company has also considered alternative financing methods such as debt financings, rights issue and open offer. As at 31 May 2022, the Group had total banking facilities of HK\$13 million, of which approximately HK\$11.5 million were utilised. Taking into account the size of the fund raising and the

requirement of interest payments, the Company is of the view that further debt financings are not desirable for the Group. As regards a rights issue or open offer, the Company has considered such factors as (i) the price of a rights issue or open offer would normally involve a substantial discount to market, based on the discounts involved for recent rights issues and open offers of companies listed on the Stock Exchange; (ii) the likely costs involved (including the amount of underwriting commissions and other administrative and legal expenses); (iii) the lack of certainty in the successful implementation of a rights issue or open offer with their longer timetable; and (iv) the prevailing market conditions. On this basis, the Company considers that a rights issue or open offer is not an appropriate means of raising fund. Based on the above, the Directors (other than the independent non-executive Directors who will form their opinion after considering the advice from the Independent Financial Adviser) consider that raising funds by way of the Share Subscription shall enable the Group to obtain funds at a lower cost and an efficient way.

The Directors (other than the independent non-executive Directors who will form their opinion in respect of the Share Subscription Agreement and the Share Subscription after considering the advice from the Independent Financial Adviser) are of the view that the terms of the Share Subscription Agreement (including the Subscription Price) are on normal commercial terms which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS

The gross proceeds from the Share Subscription shall be approximately HK\$60.0 million. The net proceeds from the Share Subscription, after the deduction of related fees and expenses, are estimated to be approximately HK\$59.0 million.

The Company intends to apply the net proceeds from the Share Subscription (i) as to approximately HK\$49.0 million for potential merger and acquisition opportunities of companies engaged in the provision of information technology solutions and/or e-commerce related businesses which are in line with the Group's existing business of provision of information technology consulting services in the PRC; and (ii) as to approximately HK\$10.0 million for general corporate and working capital purposes.

As at the date of this announcement, the Company was in discussion with (i) a target company engaged in e-commerce business; and (ii) Zhong Chan Tou (Shenzhen) Asset Disposal Co., Ltd.* (中產投(深圳)資產處置有限公司) engaged in the distressed asset management business, details of which are set out in the announcement of the Company dated 30 November 2022, for potential merger and acquisition (the “**Potential Acquisitions**”) and no definitive sale and purchase agreement has been signed by the parties. If the Potential Acquisitions materialise, the Company will comply with all applicable requirements of the GEM Listing Rules. As at the date of this announcement, save as the aforesaid, the Company has not identified any other target companies for potential acquisition.

EQUITY FUND RAISING OF THE COMPANY DURING THE PAST TWELVE MONTHS

The Company had not conducted any equity fundraising activity in the past twelve months immediately preceding the date of this announcement.

INFORMATION ON THE COMPANY

The Company is an investment holding company whose Shares are listed on GEM. The Group is principally engaged in the provision of visual display solution services for concerts and events primarily in Hong Kong, Macau and the PRC and the provision of information technology consulting services in the PRC.

INFORMATION ON THE SUBSCRIBER

ST Ma is an investment holding company incorporated in the Cayman Islands with limited liability, which is wholly-owned by Mr. Ma Lie, the chairman, an executive Director and the controlling shareholder of the Company, and is therefore a connected person of the Company.

IMPLICATIONS UNDER THE GEM LISTING RULES

As at the date of this announcement, ST Ma held 55% of the issued share capital of the Company and is therefore a connected person of the Company. The Share Subscription Agreement and the transactions contemplated thereunder constitute a connected transaction for the Company and is subject to the reporting, announcement, circular and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

As the Subscription Shares shall be allotted and issued to ST Ma under the Specific Mandate to be obtained at the EGM, the Share Subscription is subject to the Independent Shareholders' approval at the EGM.

FORMATION OF THE INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising Mr. Cui Hai Bin, Mr. Chen Yue, Ms. Jiang Yu E, Mr. Ji Gui Bao and Mr. Li Xiao Hua, being all the independent non-executive Directors, has been formed to advise the Independent Shareholders in respect of the Share Subscription. The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

EGM

The EGM will be convened for the purpose of considering and, if thought fit, approving the Share Subscription Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Subscription Shares to ST Ma.

ST Ma and its associate(s) shall abstain from voting on the relevant resolution at the EGM. Other than ST Ma and its associate(s), to the best of the knowledge, information and belief of the Directors, no other Shareholder has a material interest in the Share Subscription Agreement and the transactions contemplated thereunder and is required to abstain from voting on the relevant resolution to approve the Share Subscription Agreement and the transactions contemplated thereunder at the EGM.

Mr. Ma Lie is deemed to be interested in the Share Subscription Agreement and has abstained from voting on the Board's resolution approving the Share Subscription Agreement and the transactions contemplated thereunder. Save for Mr. Ma Lie, none of the other Directors has any interest in the Share Subscription Agreement and is therefore required to abstain from voting on the relevant Board's resolution to approve the Share Subscription Agreement and the transactions contemplated thereunder.

A circular containing, among other things, (i) further details of the Share Subscription Agreement and the transactions contemplated thereunder; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iv) a notice convening the EGM; and (v) other information required under the GEM Listing Rules, will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules. It is expected that the circular will be despatched to the Shareholders on or before 5 January 2023 after taking into account the time required for preparation of the circular.

Completion of the Share Subscription Agreement is conditional upon the fulfilment of the Conditions Precedent set out in the section headed "Principal terms of the Share Subscription Agreement — Conditions Precedent" in this announcement, which may or may not be fulfilled. Accordingly, the Share Subscription may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings.

“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of directors of the Company
“Closing”	completion of the Share Subscription
“Closing Date”	the date of Closing
“Company”	In Technical Productions Holdings Limited (stock code: 8446), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Conditions Precedent”	the conditions precedent set out in the section headed “Principal terms of the Share Subscription Agreement — Conditions Precedent” in this announcement
“Director(s)”	member(s) of the Board of the Company

“EGM”	the extraordinary general meeting of the Company to be convened to approve, among other things, the Share Subscription Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate)
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
”HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board, which comprises of Mr. Cui Hai Bin, Mr. Chen Yue, Ms. Jiang Yu E, Mr. Ji Gui Bao and Mr. Li Xiao Hua, being all the independent non-executive Directors, formed to advise the Independent Shareholders in connection with the Share Subscription Agreement and the transactions contemplated thereunder
“Independent Financial Adviser”	Euto Capital Partners Limited, a corporation licensed under the SFO to carry out type 6 (advising on corporate finance) regulated activity, the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in relation to the Share Subscription Agreement and the transactions contemplated thereunder
“Independent Shareholders”	shareholders other than those who have a material interest in the Share Subscription Agreement and the Share Subscription
“Last Trading Day”	12 December 2022, being the last trading day prior to the signing of the Share Subscription Agreement which took place after trading hours
“Material Adverse Effect”	any material adverse effect on the business, assets and liabilities, condition (financial or otherwise), business operations, results of operations, or general affairs of the Company or the Group taken as a whole
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan

“Rainbow”	Rainbow Capital (HK) Limited, a licensed corporation to carry out types 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Company in respect of the Share Subscription
“Remuneration Shares”	an aggregate of 74,000 new Shares to be allotted and issued by the Company to Rainbow at the Subscription Price per Share at completion of the Share Subscription for the settlement of the financial advisory fees charged by Rainbow in relation to the Share Subscription
“Share(s)”	ordinary share of HK\$0.01 each in the share capital of the Company
“Share Subscription”	the allotment and issue of the Subscription Shares by the Company to ST Ma pursuant to the Share Subscription Agreement
“Share Subscription Agreement”	the share subscription agreement dated 7 December 2022 entered into between the Company as the issuer and ST Ma as the subscriber in relation to the subscription of 13,157,894 Subscription Shares at the Subscription Price
“Shareholder(s)”	holder(s) of Share(s)
“Shareholder’s Loan”	the shareholder’s loan of HK\$40 million, which is unsecured, interest free and repayable on demand, made by ST Ma to the Company pursuant to the loan agreement dated 22 July 2022 entered into by the Company and ST Ma, details of which are set out in the announcement of the Company dated 22 July 2022
“Specific Mandate”	the specific mandate to be granted by the Independent Shareholders to the Directors at the EGM for the allotment and issue of the Subscription Shares to ST Ma
“ST Ma”	ST MA LTD, a company incorporated in the Cayman Islands with limited liability, being the subscriber under the Share Subscription Agreement. Mr. Ma Lie is the sole beneficial shareholder and the sole director of ST MA LTD
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$7.60 per Subscription Share
“Subscription Shares”	an aggregate of 13,157,894 new Shares to be allotted and issued by the Company to ST Ma pursuant to the terms and conditions of the Share Subscription Agreement

“%”

per cent

By order of the Board
In Technical Productions Holdings Limited
Ma Lie
Chairman and Executive Director

Hong Kong, 12 December 2022

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Ma Lie, Mr. Yeung Ho Ting Dennis, Mr. Tam Chun Yu and Ms. Zhang Yan Ling; and five independent non-executive Directors, namely, Mr. Cui Hai Bin, Mr. Chen Yue, Ms. Jiang Yu E, Mr. Ji Gui Bao and Mr. Li Xiao Hua.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.intechproductions.com.