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IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8446)

INSIDE INFORMATION IN RELATION TO ACQUISITION OF THE ENTIRE EQUITY INTERESTS IN THE TARGET COMPANY

This announcement is made by In Technical Productions Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE ACQUISITION

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that, on 3 March 2023 (after trading hours), Shenzhen Kingdom Travel Company Limited* (深圳市金證旅遊有限公司) (“**Kingdom Travel**”), Zeng Yan (曾艷), Huang Wenqing (黃文青), Hu Zhongqiang (胡仲強), Zhong Weiwen (鍾偉文), Lai Jian (賴劍) and Li Jiangming (李建明) (collectively, the “**Vendors**”) entered into an equity transfer agreement (the “**Equity Transfer Agreement**”) with Guangzhou Yiciyuan Technology Company Limited* (廣州異次元科技有限公司) (“**Guangzhou Yiciyuan**”), an indirect wholly-owned subsidiary of the Company, and Shenzhen Jinlv World Travel Agency Company Limited* (深圳金旅天下旅行社有限公司) (the “**Target Company**”), pursuant to which the Vendors agreed to conditionally transfer and Guangzhou Yiciyuan agreed to conditionally purchase the entire equity interests in the Target Company (the “**Acquisition**”).

Equity Transfer Agreement

The principal terms of the Equity Transfer Agreement are as follows:

Date : 3 March 2023 (after trading hours)

Parties : (i) the Vendors;
(ii) Guangzhou Yiciyuan; and
(iii) the Target Company.

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, the Vendors and their ultimate beneficial owner(s) (where applicable) are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules) ("**Independent Third Parties**").

Equity Transfer

Pursuant to the Equity Transfer Agreement, the Vendors agreed to conditionally transfer and Guangzhou Yiciyuan agreed to conditionally purchase the entire equity interests in the Target Company, representing the registered capital of RMB2.78 million of the Target Company.

Consideration

The consideration for the Acquisition is RMB900,000, which was determined after arm's length negotiation between the parties with reference to, among others, the business prospect of the Target Company. The Directors are of the view that the consideration for the Acquisition is fair and reasonable and on normal commercial terms and is in the interests of the Company and its shareholders as a whole.

Completion

The completion of the Acquisition is conditional upon Guangzhou Yiciyuan being satisfied with the results of the due diligence review on the Target Company. Upon completion of the Acquisition, the Target Company will become an indirect wholly-owned subsidiary of the Company.

INFORMATION ON THE PARTIES

The Group

The Group is principally engaged in the provision of visual display solution services for concerts and events primarily in Hong Kong, the People's Republic of China (the "**PRC**"), Taiwan and Macau and the provision of information technology consulting services in the PRC.

Guangzhou Yiciyuan is an investment holding company established in the PRC with limited liability on 11 July 2022, and an indirect wholly-owned subsidiary of the Company.

The Vendors

The Vendors are Kingdom Travel, Zeng Yan (曾艷), Huang Wenqing (黃文青), Hu Zhongqiang (胡仲強), Zhong Weiwen (鍾偉文), Lai Jian (賴劍) and Li Jiangming (李建明).

Kingdom Travel is a limited company established in the PRC on 2 April 2018. Its principal activities include reservation of hotels, air tickets, train tickets, ferry tickets as agent; selling tickets for attractions on legal entrustment; convention and exhibition planning. As at the date of this announcement, Kingdom Travel is wholly-owned by Shenzhen Kingdom Cultural and Sports and Technology Company Limited* (深圳金證文體科技有限公司) ("**Kingdom Cultural and Sports and**

Technology”), which in turn is owned as to approximately 40%, 30%, 15% and 15% by Shenzhen Jinli Cloud Big Data Company Limited* (深圳市勁力雲網大數據有限公司), Shenzhen Xinzhibang Investment Partnership (Limited Partnership)* (深圳鑫智邦投資合伙企業(有限合伙)), Shenzhen Kingdom Technology Company Limited* (深圳市金證科技股份有限公司) and Shenzhen Financial Engine Investment Partnership* (深圳市金融引擎投資合夥企業), respectively.

Each of Zeng Yan (曾艷), Huang Wenqing (黃文青), Hu Zhongqiang (胡仲強), Zhong Weiwen (鍾偉文), Lai Jian (賴劍) and Li Jiangming (李建明) is a natural person and a PRC resident.

The Target Company

The Target Company is a limited liability company established in the PRC on 1 July 2005 and based in Shenzhen, Guangdong province. It has been engaged in the sales of air tickets and ferry tickets as agent; reservation of hotels; sales of tickets for tourist attractions; convention planning; technology development and sales of computer software and data system software; database service and database management; e-commerce operation and domestic trading. In light of the impact of the COVID-19 pandemic, the technology related business of the Target Company contributed to nearly all of the Target Company’s revenue in 2022. Its registered capital amounted to RMB2.78 million. Based on the unaudited financial information of the Target Company as provided by the Vendors, the Target Company had total assets of approximately RMB1,365,000 as at 31 December 2022 and net profits before taxation of approximately RMB87,000 for the year ended 31 December 2022.

As at the date of this announcement, the Target Company is owned as to approximately 64.74%, 12.59%, 8.99%, 5.40%, 3.60%, 3.60% and 1.08% by Kingdom Travel, Zeng Yan (曾艷), Huang Wenqing (黃文青), Hu Zhongqiang (胡仲強), Zhong Weiwen (鍾偉文), Lai Jian (賴劍) and Li Jiangming (李建明), respectively.

Upon the completion of the Acquisition, the Target Company will be wholly-owned by Guangzhou Yiciyuan. It is intended that the existing ticket sales, hotel reservation and convention planning business of the Target Company will be managed by the board of directors of the Target Company together with a professional team of Huilv Association* (慧旅聯盟) which operates online cultural tourism platform in the PRC.

REASONS FOR AND BENEFITS OF THE ACQUISITION

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

After the Acquisition, the Group will focus on the development of the information technology consulting business and apply the metaverse technology of Shenzhen Xinhang Information Technology Company Limited* (深圳市鑫杭信息科技有限公司), a company established in the PRC with limited liability and a subsidiary of the Company, to create online metaverse tourism scenarios for the Target Company, which will help promote the digital transformation and upgrade of the tourism industry.

The Board is of the view that the Acquisition will further promote the development of the Company, diversify the Group's risks and enrich its business, which will in turn bring stable return to the Group. The Board believes that, upon completion of the Acquisition, the Target Company will contribute to the Group's financial performance positively and significantly broaden its source of income.

Having considered the above factors, the Board considers that the terms of the Equity Transfer Agreement are on normal commercial terms which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

GENERAL INFORMATION

As all applicable percentage ratios are less than 5%, the Acquisition does not constitute a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules. This announcement is made by the Company pursuant to Rule 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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

Hong Kong, 3 March 2023

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 website of the Stock Exchange at www.hkexnews.hk 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.

* *For identification purposes only*