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## **IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8446)**

### **UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND RULE 17.10(2)(a) OF THE GEM LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE AND RESUMPTION OF TRADING**

This announcement is made by In Technical Productions Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (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) (the “**SFO**”).

#### **UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has noted the significant increases in the price and trading volume of the shares of the Company (the “**Shares**”) on 25 February 2022. Having made such enquiries with respect to the Company as is reasonable in the circumstances, the Board confirms that, save as disclosed in this announcement, the Board is not aware of any other reasons for the price or trading volume movements or of any information which must be announced to avoid a false market in the Shares or of any inside information that needs to be disclosed under Part XIVA of the SFO.

#### **POTENTIAL DISPOSAL**

The Board has been informed by Mr. Yeung Ho Ting Dennis (“**Mr. Yeung**”), the chairman of the Board and an executive Director, that Next Vision Management Limited (“**Next Vision**”), a company beneficially owned by Mr. Yeung as to 75%, Mr. Chang Yu-shu as to 15% and UCP Co., Ltd. (a company wholly-owned by Ms. Ching Hsiang-yun) as to 10% and a controlling shareholder (as defined in the GEM Listing Rules) of the Company, is considering the terms of a potential disposal of all or part of the Shares held by Next Vision to an independent third party which, if materialised, may lead to a change in control of the Company and a mandatory general offer under the Takeovers Code for all

the issued Shares (other than those already owned by or agreed to be acquired by the Potential Purchaser and parties acting in concert with it) (the “**Potential Disposal**”). As at the date of this announcement, Next Vision holds 520,000,000 Shares, representing 65% of the entire issued share capital of the Company.

As at the date of this announcement, no formal and legally binding sale and purchase agreement has been entered into in respect of the Potential Disposal. The discussions are still in progress and therefore the Potential Disposal may or may not proceed.

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, the Directors will keep the market informed by way of announcement(s) on a monthly basis until an announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer under the Takeovers Code is made. The Company will make further announcement(s) as and when appropriate in accordance with the requirements of the GEM Listing Rules and the Takeovers Code (as the case may be).

## **DEALING DISCLOSURE**

For the purposes of the Takeovers Code, the offer period has commenced on the date of this announcement, being 1 March 2022.

In compliance with Rule 3.8 of the Takeovers Code, as at the date of this announcement, the relevant securities of the Company in issue comprise 800,000,000 Shares of HK\$0.01 each. There are no outstanding share options under any option scheme adopted by the Company. Save as aforementioned, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

The respective associates (as defined in the Takeovers Code) of the Company and the Potential Purchaser (including persons who own or control 5% or more of any class of relevant securities issued by the Company or Potential Purchaser) are hereby reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors*

*should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) was halted with effect from 9:00 a.m. on 28 February 2022 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on GEM of the Stock Exchange with effect from 9:00 a.m. on 2 March 2022.

**There is no assurance that the Potential Disposal will materialise or that the discussions or the Potential Disposal will lead to a general offer. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).**

By order of the Board  
**In Technical Productions Holdings Limited**  
**Yeung Ho Ting Dennis**  
*Chairman and Executive Director*

Hong Kong, 1 March 2022

*As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Yeung Ho Ting Dennis and Mr. Tam Chun Yu; and three independent non-executive Directors, namely, Mr. Li Kai Sing, Mr. Ma Tsz Chun and Ms. Loh Lai Ping Phillis.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in the document and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in the document misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least seven days from the date of its posting and on the Company’s website ([www.intechproductions.com](http://www.intechproductions.com)).*