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**IN TECHNICAL PRODUCTIONS
HOLDINGS LIMITED**

ST MA LTD

(Incorporated in the Cayman Islands with limited liability)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8446)

JOINT ANNOUNCEMENT

**(1) CLOSE OF THE MANDATORY UNCONDITIONAL CASH OFFER
BY RAINBOW CAPITAL (HK) LIMITED FOR AND ON BEHALF OF ST MA LTD
TO ACQUIRE ALL THE ISSUED SHARES OF THE COMPANY
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY
ST MA LTD AND PARTIES ACTING IN CONCERT WITH IT);
(2) RESULTS OF THE OFFER; AND
(3) PUBLIC FLOAT OF THE COMPANY**

Financial adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



Reference is made to the joint announcements dated 14 March 2022 and 4 April 2022 and the composite offer and response document dated 14 April 2022 (the “**Composite Document**”) jointly issued by In Technical Productions Holdings Limited (the “**Company**”) and St Ma Ltd (the “**Offeror**”) in relation to, among others, the Offer. Unless otherwise stated, terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Thursday, 5 May 2022 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Thursday, 5 May 2022, being the latest time and date for acceptance of the Offer as set out in the Composite Document, no valid acceptance had been received by the Offeror in respect of the Offer Shares.

As such, immediately after the close of the Offer and taking into account that there is no valid acceptance in respect of the Offer Shares, the Offeror and the parties acting in concert with it are interested in an aggregate of 440,000,000 Shares, representing 55% of the total issued share capital of the Company as at the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the commencement of the Offer Period on 1 March 2022, the Offeror and the parties acting in concert with it did not hold, control or have direction over any Shares or rights over any Shares.

Immediately after Completion on 7 March 2022, the Offeror and the parties acting in concert with it held an aggregate of 440,000,000 Shares, representing 55% of the then total issued share capital of the Company.

Immediately after the close of the Offer on 5 May 2022 and taking into account that there is no valid acceptance in respect of the Offer Shares, the Offeror and the parties acting in concert with it remain to hold an aggregate of 440,000,000 Shares, representing 55% of the total issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offeror and the parties acting in concert with it (i) held, controlled or directed any Shares or rights over any Shares before the commencement of the Offer Period; (ii) had acquired or agreed to acquire any Shares or rights over any Shares during the Offer Period; (iii) had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately before the commencement of the Offer Period on 1 March 2022; (ii) immediately after Completion on 7 March 2022; and (iii) immediately after the close of the Offer on 5 May 2022 and as at the date of this joint announcement:

	Immediately before the commencement of the Offer Period		Immediately after Completion		Immediately after the close of the Offer and as at the date of this joint announcement	
	Shareholding		Shareholding		Shareholding	
	<i>Number of Shares held</i>	<i>Percentage (%)</i>	<i>Number of Shares held</i>	<i>Percentage (%)</i>	<i>Number of Shares held</i>	<i>Percentage (%)</i>
Offeror and parties acting in concert with it						
The Offeror	—	—	440,000,000	55.00	440,000,000	55.00
Sub-total	—	—	440,000,000	55.00	440,000,000	55.00
The Vendor	520,000,000	65.00	80,000,000	10.00	80,000,000	10.00
Zhongsheng	80,000,000	10.00	80,000,000	10.00	80,000,000	10.00
Other Shareholders	200,000,000	25.00	200,000,000	25.00	200,000,000	25.00
Sub-total	800,000,000	100.00	360,000,000	45.00	360,000,000	45.00
Total	<u>800,000,000</u>	<u>100.00</u>	<u>800,000,000</u>	<u>100.00</u>	<u>800,000,000</u>	<u>100.00</u>

PUBLIC FLOAT OF THE COMPANY

Immediately after the close of the Offer and as at the date of this joint announcement, a total of 200,000,000 Shares, representing 25% of the total issued share capital of the Company, are held by the public (as defined in the GEM Listing Rules). Accordingly, the Company continues to satisfy the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules.

By order of the board of
St Ma Ltd
Ma Lie
Sole Director

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

Hong Kong, 5 May 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 this joint announcement (other than any information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Ma Lie. The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint 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.

This announcement is prepared in English language and translated into Chinese. In the event of any inconsistencies between the Chinese and the English version, the latter shall prevail.