

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8446)

**(1) RESIGNATION OF DIRECTORS;
(2) APPOINTMENT OF DIRECTORS;
(3) CHANGE OF CHAIRMAN OF THE BOARD; AND
(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

(1) RESIGNATION OF DIRECTORS

The Board hereby announces that the following resignation will take effect from 11 May 2022:

- (i) Mr. Li Kai Sing has resigned as an independent non-executive Director. Following the resignation of Mr. Li Kai Sing as an independent non-executive Director, he would cease to be the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee;
- (ii) Mr. Ma Tsz Chun has resigned as an independent non-executive Director. Following the resignation of Mr. Ma Tsz Chun as an independent non-executive Director, he would cease to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee; and
- (iii) Ms. Loh Lai Ping Phillis has resigned as an independent non-executive Director. Following the resignation of Ms. Loh Lai Ping Phillis as an independent non-executive Director, she would cease to be a member of each of the Audit Committee and the Remuneration Committee.

(2) APPOINTMENT OF DIRECTORS

The Board also announces the following appointment will take effect from 11 May 2022:

- (i) Mr. Ma Lie (馬烈) has been appointed as an executive Director and the chairman of the Nomination Committee;
- (ii) Mr. Ji Gui Bao (紀貴寶) has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee;
- (iii) Mr. Cui Hai Bin (崔海濱) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
- (iv) Mr. Chen Yue (陳越) has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (v) Ms. Jiang Yu E (姜玉娥) has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

(3) CHANGE OF CHAIRMAN OF THE BOARD

The Board announces that, with effect from 11 May 2022, Mr. Yeung Ho Ting Dennis has (i) resigned as the Chairman but remained as an executive Director; and (ii) ceased to act as the chairman of the Nomination Committee.

The Board further announces that, with effect from 11 May 2022, Mr. Ma Lie has been appointed as the Chairman.

(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the aforementioned appointment of Directors and Mr. Yeung Ho Ting Dennis' resignation as the chairman of the Nomination Committee, the composition of the Board committees will be changed as follows:

The Audit Committee

Mr. Ji Gui Bao (紀貴寶) (*Chairman*)

Mr. Cui Hai Bin (崔海濱)

Mr. Chen Yue (陳越)

Ms. Jiang Yu E (姜玉娥)

The Remuneration Committee

Mr. Cui Hai Bin (崔海濱) (*Chairman*)

Mr. Ji Gui Bao (紀貴寶)

Mr. Chen Yue (陳越)

Ms. Jiang Yu E (姜玉娥)

The Nomination Committee

Mr. Ma Lie (馬烈) (*Chairman*)

Mr. Ji Gui Bao (紀貴寶)

Mr. Cui Hai Bin (崔海濱)

Mr. Chen Yue (陳越)

Ms. Jiang Yu E (姜玉娥)

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

As disclosed in the Composite Document, the Offeror intends to nominate new Directors to the Company.

(1) RESIGNATION OF DIRECTORS

The Board hereby announces that the following resignation will take effect from 11 May 2022:

- (i) Mr. Li Kai Sing has resigned as an independent non-executive Director. Following the resignation of Mr. Li Kai Sing as an independent non-executive Director, he would cease to be the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the nomination committee of the Company (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”);

- (ii) Mr. Ma Tsz Chun has resigned as an independent non-executive Director. Following the resignation of Mr. Ma Tsz Chun as an independent non-executive Director, he would cease to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee; and
- (iii) Ms. Loh Lai Ping Phillis has resigned as an independent non-executive Director. Following the resignation of Ms. Loh Lai Ping Phillis as an independent non-executive Director, she would cease to be a member of each of the Audit Committee and the Remuneration Committee.

Resignation of the above resigning Directors was due to the change in control of the Company. Each of the resigning Directors has confirmed that he or she has no disagreement with the Board and there are no other matters in respect of his or her resignation that need to be brought to the attention of the Shareholders.

The Board would like to express its gratitude to the resigning Directors for their contributions to the Company during their tenure of office.

(2) APPOINTMENT OF DIRECTORS

The Board also announces the following appointment will take effect from 11 May 2022:

- (i) Mr. Ma Lie (馬烈) (“**Mr. Ma**”) has been appointed as an executive Director and the chairman of the Nomination Committee;
- (ii) Mr. Ji Gui Bao (紀貴寶) (“**Mr. Ji**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee;
- (iii) Mr. Cui Hai Bin (崔海濱) (“**Mr. Cui**”) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
- (iv) Mr. Chen Yue (陳越) (“**Mr. Chen**”) has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (v) Ms. Jiang Yu E (姜玉娥) (“**Ms. Jiang**”) has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Biographical information of the newly appointed Directors are set out as follows:

Mr. Ma Lie

Mr. Ma Lie (馬烈), aged 42, worked in Shenzhen Shengshi Great Wall Advertising Co., Ltd.* (深圳市盛世長城廣告有限公司) (“**Shenzhen Shengshi**”) between 2006 and 2019 with the last position as the general manager. Shenzhen Shengshi is principally engaged in the provision of branding, advertising and marketing services. As at the Latest Practicable Date, Mr. Ma is the supervisor of Shenzhen Qianhai Zhongyu International Asset Management Co., Ltd.* (深圳市前海中宇國際資產管理有限公司) which is principally engaged in investment and asset management.

Mr. Ma has entered into a service contract with the Company, pursuant to which he was appointed for a term of three years as an executive Director. Mr. Ma will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the requirements of the articles of association of the Company and the GEM Listing Rules.

As at the date of this announcement, Mr. Ma is the sole beneficial owner and sole director of the Offeror, which owns 440,000,000 Shares, representing 55.00% of the total issued share capital of the Company. As such, Mr. Ma is deemed to be interested in 440,000,000 Shares held by the Offeror by virtue of the SFO.

Mr. Ma is entitled to receive an emolument of HK\$750,000 per year. The emolument of Mr. Ma was determined by the Remuneration Committee and approved by the Board, with reference to his duties and responsibilities, experience, time commitment, performance of the Group as well as the remuneration benchmark in the industry and the prevailing market conditions, and shall be reviewed by the Remuneration Committee.

Mr. Ji Gui Bao

Mr. Ji Gui Bao (紀貴寶), aged 58, has been registered as a Certified Public Accountant of the PRC since 1995. He has extensive experience in the accounting field. He has been working for Shenzhen Wanda Accounting Firm* (深圳萬達會計師事務所) since January 2005 and is currently a partner of the firm.

Mr. Ji is entitled to receive an emolument of HK\$120,000 per year. The emolument of Mr. Ji was determined by the Remuneration Committee and approved by the Board, with reference to his duties and responsibilities, experience, time commitment, performance of the Group as well as the remuneration benchmark in the industry and the prevailing market conditions, and shall be reviewed by the Remuneration Committee.

Mr. Cui Hai Bin

Mr. Cui Hai Bin (崔海濱), aged 39, graduated from China University of Geosciences* (中國地質大學) in 2007 with a major in laws. He is a lawyer in the PRC and currently a partner of Guangdong Promise-U (Qianhai) Law Firm* (廣東普羅米修(前海)律師事務所). Mr. Cui was admitted as a lawyer in the PRC in 2009. His practice covers complex corporate reorganisations and equity capital markets transactions.

Mr. Cui is entitled to receive an emolument of HK\$120,000 per year. The emolument of Mr. Cui was determined by the Remuneration Committee and approved by the Board, with reference to his duties and responsibilities, experience, time commitment, performance of the Group as well as the remuneration benchmark in the industry and the prevailing market conditions, and shall be reviewed by the Remuneration Committee.

Mr. Chen Yue

Mr. Chen Yue (陳越), aged 53, obtained a Master of Business Administration from Sun Yat-sen University in 2012.

Mr. Chen has extensive experience in business development and management. He is currently the chief executive officer of Shenzhen Laihatching Internet Company Limited* (深圳來孵蛋互聯網有限公司), which is principally engaged in internet investment. Mr. Chen was the general manager of the marketing and promotion department and the public relations department of China Resources C'estbon Beverage (China) Co., Ltd., a company based in the PRC focusing on the beverage business from 2006 to December 2021.

Mr. Chen is entitled to receive an emolument of HK\$120,000 per year. The emolument of Mr. Chen was determined by the Remuneration Committee and approved by the Board, with reference to his duties and responsibilities, experience, time commitment, performance of the Group as well as the remuneration benchmark in the industry and the prevailing market conditions, and shall be reviewed by the Remuneration Committee.

Ms. Jiang Yu E

Ms. Jiang Yu E (姜玉娥), aged 50, is currently the chairman of Shandong Ansuyue Technology Company Limited* (山東安速越科技有限公司). She has been the chairman of Shenzhen Hawfeng Ballerina Decoration Co., Ltd.* (深圳市華豐百花園飾品有限公司) since 2013. She has extensive experience in sales and corporate management.

Ms. Jiang is entitled to receive an emolument of HK\$120,000 per year. The emolument of Ms. Jiang was determined by the Remuneration Committee and approved by the Board, with reference to her duties and responsibilities, experience, time commitment, performance of the Group as well as the remuneration benchmark in the industry and the prevailing market conditions, and shall be reviewed by the Remuneration Committee.

As at the date of this announcement, each of Mr. Ji, Mr. Cui, Mr. Chen and Ms. Jiang has entered into a letter of appointment with the Company for a fixed term of three years commencing from 11 May 2022 and shall continue thereafter until terminated by not less than one month's prior notice in writing served by either party on the other. Each of them is also subject to retirement by rotation and re-election at the next following annual general meeting of the Company after his/her appointment and thereafter subject to retirement by rotation at least once every three years according to the articles of association of the Company, the GEM Listing Rules and other applicable laws.

Save as disclosed herein, as at the date of this announcement, each of Mr. Ji, Mr. Cui, Mr. Chen and Ms. Jiang (i) does not have, or is not deemed to have, any interest in the shares in the Company or underlying Shares within the meaning of Part XV of the SFO; (ii) does not have any relationship with any of the Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; (iii) has not held any positions with the Company or other members of the Group; and (iv) has not held directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the date of this announcement, each of Mr. Ji, Mr. Cui, Mr. Chen and Ms. Jiang confirmed that, he or she has met the independence criteria set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above and as far as the Directors are aware, there is no other information relating to the above changes which is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

The Board would like to express its warmest welcome to Mr. Ma, Mr. Ji, Mr. Cui, Mr. Chen and Ms. Jiang on their appointment.

(3) CHANGE OF CHAIRMAN OF THE BOARD

The Board announces that, with effect from 11 May 2022, Mr. Yeung Ho Ting Dennis (“**Mr. Yeung**”) has (i) resigned as the chairman of the Board (the “**Chairman**”) but remained as an executive Director; and (ii) ceased to act as the chairman of the Nomination Committee.

Mr. Yeung confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation as the Chairman and the chairman of the Nomination Committee that need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board further announces that, with effect from 11 May 2022, Mr. Ma Lie has been appointed as the Chairman.

The biographical details of Mr. Ma Lie are set out in the paragraph headed “(2) APPOINTMENT OF DIRECTORS — Mr. Ma Lie” above in this announcement.

(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board also announces that, following the aforementioned appointment of Directors and Mr. Yeung's resignation as the chairman of the Nomination Committee, the composition of the Board committees will be changed as follows:

The Audit Committee

Mr. Ji Gui Bao (紀貴寶) (*Chairman*)

Mr. Cui Hai Bin (崔海濱)

Mr. Chen Yue (陳越)

Ms. Jiang Yu E (姜玉娥)

The Remuneration Committee

Mr. Cui Hai Bin (崔海濱) (*Chairman*)

Mr. Ji Gui Bao (紀貴寶)

Mr. Chen Yue (陳越)

Ms. Jiang Yu E (姜玉娥)

The Nomination Committee

Mr. Ma Lie (馬烈) (*Chairman*)

Mr. Ji Gui Bao (紀貴寶)

Mr. Cui Hai Bin (崔海濱)

Mr. Chen Yue (陳越)

Ms. Jiang Yu E (姜玉娥)

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

Hong Kong, 11 May 2022

* *For identification purpose only*

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

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 (www.hkgem.com) for at least seven days from the date of its posting and on the Company's website (www.intechproductions.com).