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IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8446)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES

This announcement is made by In Technical Productions Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

On 1 January 2022, the GEM Listing Rules were amended by, among other things, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the GEM Listing Rules. The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to make certain amendments to the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles**”) to conform to the said core standards for shareholder protections and to incorporate certain housekeeping changes (such proposed amendments to the Existing Memorandum and Articles are collectively referred to as the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated memorandum and articles of association which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Memorandum and Articles in their entirety (the “**Amended and Restated Memorandum and Articles of Association**”).

The key Proposed Amendments are briefly summarised below:

- (a) to bring the Existing Memorandum and Articles in line with the recent amendments to the GEM Listing Rules and the applicable laws of the Cayman Islands;
- (b) to replace all references to “Companies Law” with “Companies Act”, and make corresponding changes to relevant provisions of the existing articles of association (the “**Articles**”), including the insertion of the definition of “Act” and the deletion of the definition of “Law”;
- (c) to delete the provision in relation to the Company’s purchase or redemption of its shares not made through the market or by tender;

- (d) to provide for shareholders of the Company (the “**Shareholders**”) right to speak and vote at a general meeting except a Shareholder is required, by the GEM Listing Rules to abstain from voting to approve the matter under consideration;
- (e) to provide that (i) the period of closure of the Company’s principal and branch registers of members for inspection for any year; and (ii) the period of suspension of the registration of transfers of the Company’s shares for any year, may both be extended for 30 days with the approval by the Shareholders by ordinary resolution in that year, provided that such period shall not be extended beyond 60 days (or such other period as may be prescribed under any applicable law) in any year;
- (f) to provide that a meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting;
- (g) an annual general meeting of the Company to be held in each financial year, and such annual general meeting shall be held within six (6) months after the end of the Company’s financial year;
- (h) all directors appointed by the board to fill a casual vacancy or as an addition to the Board shall hold office until the next annual general meeting, at which time they shall retire and be eligible for re-election;
- (i) requirement of an ordinary, rather than special, resolution of members to remove the Company’s auditors and the fixing of the remuneration of the Company’s auditors and the appointment of the Company’s auditors shall be by way of ordinary resolution; and
- (j) to provide that the financial year end of the Company shall be the 31st day of May in each year which is a requirement under the Companies Act.

The Proposed Amendments shall be subject to the passing of a special resolution by the Shareholders at the annual general meeting to be held by the Company. A circular containing, among other matters, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders in due course.

For and on behalf of
In Technical Productions Holdings Limited
Ma Lie
Chairman

Hong Kong, 25 August 2022

As at the date of this announcement, the executive directors of the Company are Mr. Ma Lie (Chairman), Mr. Yeung Ho Ting Dennis and Mr. Tam Chun Yu; and the independent non-executive directors of the Company are Mr. Cui Hai Bin, Mr. Chen Yue, Ms. Jiang Yu E and Mr. Ji Gui Bao.

This announcement, for which the directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 (www.hkexnews.hk) for at least seven days from the date of its publication. This announcement will also be published on the website of the Company (www.intechproductions.com).

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.