

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in In Technical Productions Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8446)

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
PROPOSED AMENDMENTS TO THE MEMORANDUM
AND
THE ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at 10:30 a.m. on Tuesday, 8 November 2022, at Unit D2, 5/F, Hoi Bun Industrial Building, 6 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong is set out on pages 34 to 39 of this circular. A form of proxy for use at the AGM is also enclosed.

If you intend to appoint proxy(ies) to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular together with a form of proxy will remain on the Stock Exchange website at <http://www.hkexnews.hk> on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.intechproductions.com>.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Measures will be taken to prevent and control the spread of the novel coronavirus at the AGM, including:

- compulsory body temperature checks and health declaration
- compulsory wearing of a surgical face mask for each attendee
- no provision of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue.

The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM as an alternative to attending the AGM in person.

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING	3
LETTER FROM THE BOARD	
Introduction	4
General Mandates to Issue Shares and Buy back Shares	5
Re-election of the Directors	6
Re-appointment of the Auditor	6
Proposed Amendments to the Memorandum and the Articles	6
Annual General Meeting	7
Voting by Poll	7
Closure of Register of Members	7
Responsibility Statement	8
Recommendation	8
APPENDIX I — EXPLANATORY STATEMENT	9
APPENDIX II — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED ...	13
APPENDIX III — PROPOSED AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES	17
NOTICE OF ANNUAL GENERAL MEETING	34

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 10:30 a.m. on Tuesday, 8 November 2022, at Unit D2, 5/F, Hoi Bun Industrial Building, 6 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 34 to 39 of this circular
“Amended and Restated Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the proposed amendments set out in Appendix III to this circular, which are proposed to be adopted by the Company at the AGM
“Articles”	the amended and restated articles of association of the Company which was conditionally adopted on 19 May 2017 and became effective on 14 June 2017, as amended or supplemented from time to time
“Board”	the board of Directors
“Capitalisation Issue”	has the same meaning as defined in the Prospectus
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	In Technical Productions Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares as set out in resolution 5 of the AGM Notice
“Latest Practicable Date”	20 September 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Memorandum”	the existing memorandum of association of the Company
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Memorandum and the Articles as set out in Appendix III to this circular
“Shares Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to buy back Shares as set out in resolution 6 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Share Offer”	has the same meaning as defined in the Prospectus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

We care about the health of the Shareholders, staff and stakeholders which is of paramount importance. In view of the ongoing novel coronavirus pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (a) Compulsory body temperature checks will be conducted for every attendee at the meeting venue entrance. Any person whose body temperature over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (b) Any person who is wearing a wristband for compulsory quarantine may be denied entry into the meeting venue or be required to leave the meeting venue.
- (c) Each attendee inside the meeting venue must wear a self-prepared surgical face mask throughout the meeting and to maintain a safe distance.
- (d) No refreshment will be served, and there will be no corporate gift.

The Company reminds all Shareholders that physical attendance in person at the AGM for the purpose of exercising voting rights is not necessary. As an alternative, by completing form of proxy in accordance with the instructions printed thereon, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM or any adjourned meeting in person.

LETTER FROM THE BOARD



IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8446)

Executive Directors:

Mr. Ma Lie (*Chairman*)
Mr. Yeung Ho Ting Dennis
Mr. Tam Chun Yu

Registered office:

Windward 3, Regatta Office Park,
P.O. Box 1350, Grand Cayman,
KY1-1108, Cayman Islands

Independent non-executive Directors:

Mr. Chen Yue
Mr. Cui Hai Bin
Mr. Ji Gui Bao
Ms. Jiang Yu E

Principal place of business

in Hong Kong:
Unit D2, 5/F,
Hoi Bun Industrial Building,
6 Wing Yip Street, Kwun Tong,
Kowloon, Hong Kong

30 September 2022

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
PROPOSED AMENDMENTS TO THE MEMORANDUM
AND
THE ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of the Issue Mandate and the Shares Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back pursuant to the Shares Buy-Back Mandate; (iii) the re-election of Directors; (iv) the re-appointment of auditor of the Company and (v) adoption of the Amended and Restated Memorandum and Articles of Association. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES

The Directors were granted general mandates to allot, issue and deal with the Shares pursuant to the ordinary resolutions passed by the Shareholders at the 2021 annual general meeting of the Company held on 2 November 2021 where the Directors were granted (i) to allot, issue and deal with Shares with a total number not exceeding 20% of the total number of Shares in issue as at the date of passing the ordinary resolution immediately following completion of the Share Offer and the Capitalisation Issue; (ii) to buy back Shares up to a maximum of 10% of the total number of Shares in issue immediately following completion of the Share Offer and the Capitalisation Issue; and (iii) to extend the general mandate of (i) above to include Shares bought back pursuant to the general mandate of (ii) above. As at the Latest Practicable Date, such general mandates had not been utilized and will lapse at the conclusion of the AGM.

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to the Directors to exercise all powers of the Company (i) to allot, issue and otherwise deal with such number of Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of such resolution; (ii) to, subject to the criteria set out in this circular, buy back such number of Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution; and (iii) the general extension mandate, after the Shares Buy-back Mandate is granted, to add the aggregate number of the Shares bought back by the Company pursuant to the Shares Buy-back Mandate to the Issue Mandate, subject to a maximum of 10% of the total number of Shares in issue as at the date of passing of the resolution for approving the Issue Mandate.

Based on 800,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are bought back or issued or cancelled prior to the AGM, subject to the passing of the ordinary resolutions for approving the Issue Mandate and the Shares Buy-back Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 160,000,000 Shares pursuant to the Issue Mandate and buy back 80,000,000 Shares pursuant to the Shares Buy-back Mandate, being 20% and 10% of the total number of Shares in issue as at the date of passing the resolutions in relation thereto, respectively.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Shares Buy-back Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Shares Buy-back Mandate at the AGM.

The Issue Mandate, the Shares Buy-back Mandate and the general extension mandate, if granted at the AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF THE DIRECTORS

Pursuant to the Article 108 and Article 112 of the Articles, Mr. Ma Lie, Mr. Yeung Ho Ting Dennis, Mr. Tam Chun Yu, Mr. Chen Yue, Mr. Cui Hai Bin, Mr. Ji Gui Bao and Ms. Jiang Yu E will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election at the AGM.

The Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 5.09 of the GEM Listing Rules and affirmed that Mr. Chen Yue, Mr. Cui Hai Bin, Mr. Ji Gui Bao and Ms. Jiang Yu E are independent. The nomination committee of the Company has assessed and is satisfied of the independence of them. Given Mr. Chen Yue, Mr. Cui Hai Bin, Mr. Ji Gui Bao and Ms. Jiang Yu E can contribute to the Board for their valuable business experience, knowledge and professionalism, including their in-depth knowledge in legal and compliance, financial management, investor relations, investment strategies, international experience and connections in various industries, the Board considers that Mr. Chen Yue, Mr. Cui Hai Bin, Mr. Ji Gui Bao and Ms. Jiang Yu E will contribute to the diversity of the Board and remain independent of management and free of any relationship which could materially interfere with the exercise of their independent judgement.

In view of the aforesaid factors and the experience and knowledge of the relevant individual, the Board would recommend Mr. Ma Lie, Mr. Yeung Ho Ting Dennis, Mr. Tam Chun Yu, Mr. Chen Yue, Mr. Cui Hai Bin, Mr. Ji Gui Bao and Ms. Jiang Yu E for re-election at the AGM.

Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

RE-APPOINTMENT OF THE AUDITOR

Zhonghui Anda CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint Zhonghui Anda CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES

Reference is made to the announcement of the Company dated 25 August 2022. The Board proposes to seek approval from the Shareholders at the 2022 AGM for amendments to the Memorandum and the Articles, the provisions of which will principally conform with the core shareholder protection standards set out in Appendix 3 to the GEM Listing Rules and make other updates and housekeeping changes. The Company will also seek approval from the Shareholders at the 2022 AGM for the adoption of the Amended and Restated Memorandum and Articles of Association. The Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association are subject to the approval of the Shareholders by way

LETTER FROM THE BOARD

of special resolution at the AGM. Details of the Proposed Amendments are set out in Appendix III to this circular. The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the requirements of the GEM Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

ANNUAL GENERAL MEETING

The notice convening the AGM at which resolutions will be proposed, *inter alia*, the Issue Mandate and the Shares Buy-back Mandate; the re-election of Directors, the re-appointment of auditor of the Company and adoption of the Amended and Restated Memorandum and Articles of Association are set out on pages 34 to 39 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.intechproductions.com). If you intend to appoint proxy(ies) to attend the AGM, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 3 November 2022 to Tuesday, 8 November 2022, both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all Share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 November 2022.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and the Shares Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back pursuant to the Shares Buy-back Mandate; (iii) the re-election of Directors; (iv) the re-appointment of auditor of the Company and (v) adoption of the Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters at the AGM.

The Board is pleased to recommend the retiring directors, to be re-elected as the Directors at the AGM. In addition, the Board also recommends all Shareholders to vote in favour of re-appointing Zhonghui Anda CPA Limited as the auditor of the Company.

Yours faithfully,
For and on behalf of the Board
In Technical Productions Holdings Limited
Ma Lie
Chairman

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Shares Buy-back Mandate.

1. STOCK EXCHANGE RULES FOR BUY-BACK OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed buy-back of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the relevant ordinary resolution granting the Shares Buy-back Mandate and on the basis that no further Shares are issued or bought back or cancelled during the period from the Latest Practicable Date to the date of the AGM, the Directors would be authorised to exercise the powers of the Company to buy back a maximum of 80,000,000 Shares, being 10% of the total number of Shares in issue as at the date of the AGM. The Shares Buy-back Mandate, if granted at the AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Shares bought back by the Company shall, subject to applicable law, be automatically cancelled upon such buy-back.

3. REASONS FOR BUY-BACK

The Directors have no present intention to buy back any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING AND EFFECT OF BUY-BACK

The Company is empowered by its memorandum of association and the Articles to buy back its Shares. Buy-back made pursuant to the Shares Buy-back Mandate would be funded out of funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the GEM Listing Rules, and the applicable laws of the Cayman Islands. The

laws of the Cayman Islands provide that payment for a share buy-back may only be made out of profits, share premium account or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Act, out of capital of the Company. The amount of premium payable on buy-back of Shares may only be paid out of either or both of the profits or from sums standing to the credit of the share premium account of the Company or subject to the Companies Act, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

Under the GEM Listing Rules, a listed company may not buy back its own shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Shares Buy-back Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 May 2022, being the date of its latest published audited financial statements. However, the Directors do not intend to exercise the Shares Buy-Back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to Shares Buy-back Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws of the Cayman Islands.

6. TAKEOVER CODE CONSEQUENCE

A buy-back of Shares by the Company may result in an increase in the proportionate interest of a substantial Shareholder in the voting rights of the Company and such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

To the best of the knowledge and belief of the Company and as recorded in the register required to be kept by the Company under section 336 of the SFO, as at the Latest Practicable Date, ST Ma Ltd, a controlling Shareholder which is wholly owned by Mr. Ma Lie held a beneficial

interest in 440,000,000 Shares, representing 55% of the total number of Shares in issue as at the Latest Practicable Date. By virtue of the SFO, Mr. Ma Lie is deemed, or taken to be interested in the Shares held by ST Ma Ltd in the Company.

In the event that the Shares Buy-back Mandate was exercised in full, the percentage shareholding of ST Ma Ltd in the Company would be increased to approximately 61.11% of the total number of Shares in issue and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors will not exercise the Shares Buy-back Mandate to such an extent as would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

7. SHARE PURCHASED BY THE COMPANY

The Company had not purchased any of its Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CONNECTED PERSON

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the proposal on the Shares Buy-back Mandate is approved by Shareholders, to sell Shares to the Company.

No core connected person of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Shares Buy-back Mandate is approved by the Shareholders.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the previous twelve months to the Latest Practicable Date were as follows:

Month	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
September	0.190	0.110
October	0.255	0.200
November	0.285	0.223
December	0.340	0.233
2022		
January	1.110	0.310
February	1.390	0.450
March	2.500	1.230
April	2.090	1.600
May	2.590	1.850
June	5.700	2.230
July	11.860	4.920
August	12.000	2.500
September (up to the Latest Practicable Date)	9.500	7.420

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

Mr. Ma Lie (馬烈), aged 42, was appointed as executive Director on 11 May 2022 and chairperson of the Board and nomination committee of the Company on 11 May 2022. He 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 Latest Practicable Date, to the best of the knowledge of the Directors, Mr. Ma is the sole beneficial owner and sole director of ST Ma Ltd, 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 ST Ma Ltd by virtue of the SFO.

There is a service contract between the Company and Mr. Ma for a term of three years ending 10 May 2025, subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Articles. The contract may be terminated by not less than three months’ notice in writing served by either party on the other. Mr. Ma is entitled to receive the annual salary of HK\$750,000 which was determined by the Board with reference to his experience, job responsibility and general market condition and will be reviewed annually by the Board and the remuneration committee of the Company, together with discretionary bonus as may be decided by the Board with reference to his performance and the operating results of the Group.

Mr. Yeung Ho Ting Dennis (楊浩廷), aged 49, an executive Director and chief executive officer of the Company. and was the chairperson of the Board from 19 May 2017 to 11 May 2022. Mr. Yeung is also the founder, chief executive officer of the Group and a director of each of ITP (BVI), ITP (HK), Intechpro Macau limited, and the executive director, general manager and legal representative of each of Shiji Tiansheng Cultural Communication (Shenzhen) Limited (世紀天盛文化傳播(深圳)有限公司) and Shanghai Yingtegao Stage Arts Limited (上海英特高舞台藝術有限公司). Mr. Yeung founded the Group in April 2009 and is primarily responsible for devising strategies to develop the Group and overseeing the business and financial performance of the Group. Throughout the years of serving the Group, Mr. Yeung led the Group to adopt a number of latest LED and projection technologies for creative applications for pop concerts, such as Mesh LED and transparent LED panels. Mr. Yeung has nearly 13 years of experience in video equipment rental and services. Prior to founding the Group, Mr. Yeung worked as a senior manager of I-MAG International Limited, a company which is principally engaged in video equipment rental business

where he was responsible for customer accounts handling from April 2007 to May 2009. During the course of his promotion of video equipment rental service for I-MAG International Limited to its customers, Mr. Yeung acquired the relevant knowledge of the video equipment and visual display industry. From July 1999 to March 2007, Mr. Yeung worked in various companies and was responsible for sales of products and customer services.

Mr. Yeung obtained a Bachelor of Civil Engineering degree from Monash University, Clayton Campus in Australia in May 1998.

There is a service contract between the Company and Mr. Yeung for a term of three years ending 13 June 2023, subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. The contract may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Yeung is entitled to receive the annual salary of HK\$1,224,240 which was determined by the Board with reference to his experience, job responsibility and general market condition and will be reviewed annually by the Board and the remuneration committee of the Company, together with discretionary bonus as may be decided by the Board with reference to his performance and the operating results of the Group.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Next Vision Management Limited held 80,000,000 Shares representing 10% of the total number of Shares in issue. As Next Vision Management Limited is legally and beneficially owned as to 75% by Mr. Yeung, by virtue of the SFO, Mr. Yeung is deemed, or taken to be interested in the 80,000,000 Shares held by Next Vision Management Limited in the Company. Mr. Yeung is a director of Next Vision Management Limited.

Mr. Tam Chun Yu (譚震宇), aged 45, was appointed as an executive Director on 10 November 2016. Mr. Tam joined the Group as an operation manager in June 2009 and is primarily responsible for planning, organising, coordinating and implementing visual display solutions of the Group. Mr. Tam has over 17 years of experience in video equipment rental and visual display solutions. Prior to joining the Group, Mr. Tam worked as a technician of I-MAG International Limited from April 2007 to June 2009 and Cosmo Pro AV Co. from February 2002 to February 2006. Mr. Tam attended his secondary school education in Hong Kong from September 1990 to August 1993.

There is a service contract between the Company and Mr. Tam for a term of three years ending 13 June 2023, subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. The contract may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Tam is entitled to receive the annual salary of HK\$594,000 which was determined by the Board with reference to his experience, job responsibility and general market condition and will be reviewed annually by the Board and the remuneration committee of the Company, together with discretionary bonus as may be decided by the Board with reference to his performance and the operating results of the Group.

Mr. Chen Yue (陳越), aged 53, was appointed as an independent non-executive Director and a member of the audit committee, the remuneration committee and nomination committee of the Company on 11 May 2022.

Mr. Chen 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 has entered into a letter of appointment with the Company for a term of three years ending 10 May 2025, subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. The letter of appointment may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Chen is entitled to receive a director's remuneration of HK\$120,000 per annum as determined by the Board with reference to the prevailing market conditions and his responsibility in the Company.

Mr. Cui Hai Bin (崔海濱), aged 39, was appointed as an independent non-executive Director and the chairperson of the remuneration committee and a member of the audit committee and nomination committee of the Company on 11 May 2022.

Mr. Cui 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 has entered into a letter of appointment with the Company for a term of three years ending 10 May 2025, subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. The letter of appointment may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Cui is entitled to receive a director's remuneration of HK\$120,000 per annum as determined by the Board with reference to the prevailing market conditions and his responsibility in the Company.

Mr. Ji Gui Bao (紀貴寶), aged 58, was appointed as an independent non-executive Director and the chairperson of the audit committee and a member of the remuneration committee and nomination committee of the Company on 11 May 2022.

Mr. Ji 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 has entered into a letter of appointment with the Company for a term of three years ending 10 May 2025, subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. The letter of appointment may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Ji is entitled to receive a director's remuneration of HK\$120,000 per annum as determined by the Board with reference to the prevailing market conditions and his responsibility in the Company.

Ms. Jiang Yu E (姜玉娥), aged 50, was appointed as an independent non-executive Director and a member of the audit committee, the remuneration committee and nomination committee of the Company on 11 May 2022.

Ms. Jiang 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 has entered into a letter of appointment with the Company for a term of three years ending 10 May 2025, subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles. The letter of appointment may be terminated by not less than one month's notice in writing served by either party on the other. Ms. Jiang is entitled to receive a director's remuneration of HK\$120,000 per annum as determined by the Board with reference to the prevailing market conditions and his responsibility in the Company.

Save as disclosed above, none of the above Directors (i) held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) held any other positions with the Company and its subsidiaries; (iii) is related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) held any interest in any Shares within the meaning of the Part XV of the SFO as at the Latest Practicable Date.

Saved as disclosed herein, in relation to the re-election of the above-mentioned retiring Directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (w) of the GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

The following are the changes to the existing Memorandum and the existing Articles as introduced by the Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and numbers referred to herein are clauses, paragraphs and numbers of the Amended and Restated Memorandum and Articles of Association:

Memorandum number Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Memorandum)

2. The registered office will be situate at the offices of ~~Estera Ocorian~~ Trust (Cayman) Limited, ~~Clifton House, 75 Fort Street,~~Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.
5. If the Company is registered as an exempted company as defined in the Cayman Islands Companies ~~Act~~Law, it shall have the power, subject to the provisions of the Cayman Islands Companies ~~Act~~Law and with the approval of an ~~special Ordinary resolution~~Resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.

Article number Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)

1(a) Table “A” of the Companies ~~Act~~Law (~~as As revised~~Revised) shall not apply to the Company.

1(b) Act: the Companies Act, Cap. 22 (As Revised) of the Cayman Islands and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;

Close Associate: in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 107(d) where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules;
~~Close Associate(s): shall have the meaning as defined in the Listing Rules;~~

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
	<p>Companies Law: means the Companies Law (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</p> <p>Listing Rules: shall mean the Rules Governing the Listing of Securities on <u>GEM</u> operated by the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time);</p> <p>Registered Office: means the registered office of the Company for the time being as required by the Companies Act Law;</p>
2(c)	<p>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Law <u>Act</u> (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and</p>
2(e)	<p>A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which not less than 14 days’ notice has been duly given.</p>

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
5(a)	(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law <u>Act</u> , be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.
8	Any new Shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Companies Law <u>Act</u> and of these Articles, as the Board shall determine; and in particular such Shares may be issued with a preferential or qualified right to participate in Dividends and in the distribution of assets of the Company and with a special right or without any right of voting.
11(a)	All unissued Shares and other securities of the Company shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as it in its absolute discretion thinks fit, but so that no Shares shall be issued at a discount. The Board shall, as regards any offer or allotment of Shares, comply with the provisions of the Companies Law <u>Act</u> , if and so far as such provisions may be applicable thereto.

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
12(a)	The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Companies Law <u>Act</u> shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the Shares are issued.
12(b)	If any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies Law <u>Act</u> , may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provisions of the plant.
13(d)	sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Law <u>Act</u> , and so that the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-division, one or more of the Shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new Shares;

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
15(a)	<p>Subject to the Companies Law<u>Act</u>, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.</p>
15(b)	<p>Subject to the provisions of the Companies Law<u>Act</u> and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
15(c)	Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike. [Reserved]
17(a)	The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies Law <u>Act</u> .
17(b)	Subject to the provisions of the Companies Law <u>Act</u> , if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong.
17(d)	(d) The Register may be closed <u>for inspection</u> at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine. <u>The period of thirty (30) days may be extended in respect of any year if approved by the Shareholders by Ordinary Resolution provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.</u>

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
18(a)	<p>Every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies Law<u>Act</u> or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.</p>
39	<p>Subject to the Companies Law<u>Act</u>, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.</p>
41(c)	<p>(c) Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal Register all removals of Shares effected on any branch Register and shall at all times maintain the principal Register and all branch Registers in all respects in accordance with the Companies Law<u>Act</u>.</p>

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
62	<p>At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next <u>such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any).</u> The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>
64	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
65	<p>An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general <u>all other general</u> meetings of the Company, other than an annual general meeting, <u>(including an extraordinary general meeting)</u> shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p>
67(a)	<p>(a) All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:</p>
68	<p>For all purposes the quorum for a general meeting shall be two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote <u>or, for quorum purposes only, two persons appointed by the Clearing House as authorised representative or by proxy shall form a quorum for all purposes</u>. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.</p>
83	<p>Save as expressly provided in these Articles or otherwise determined by the Board, no person other than a Shareholder duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his Shares shall be entitled to be present or to vote (save as proxy or authorised representative for another Shareholder) whether personally, by proxy or by attorney or to be reckoned in the quorum, at any general meeting. <u>All Shareholders shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p>

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
88	<p>The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
96	<p>The number of Directors shall not be less than two (2). The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies Law<u>Act</u>.</p>
104(b)	<p><u>The Company shall not make any loan, directly or indirectly, to a Director or his Close Associate(s) if and to the extent it would be prohibited by the Companies Ordinance as if the Company were a company incorporated in Hong Kong.</u> Except as would, if the Company were a company incorporated in Hong Kong, be permitted by the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law, the Company shall not directly or indirectly:</p> <ul style="list-style-type: none"> (i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective Close Associates; (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective Close Associates; or (iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
112	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director <u>so</u> appointed by the Board to fill a casual vacancy shall hold office only until the <u>first next following annual</u> general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>
116	<p>The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular but subject to the provisions of the Companies <u>Law Act</u>, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.</p>
119	<p>The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies <u>Law Act</u>, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies <u>Law Act</u> with regard to the registration of mortgages and charges as may be specified or required.</p>
127	<p>The business of the Company shall be managed by the Board who, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies <u>Law Act</u> expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies <u>Law Act</u> and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.</p>

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
144	The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may, without prejudice to his right under any contract with the Company, be removed by the Board. Anything by the Companies Law <u>Act</u> or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically on behalf of the Board.
145	The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies Law <u>Act</u> and these Articles, together with such other duties as may from time to time be prescribed by the Board.
146	A provision of the Companies Law <u>Act</u> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.
147(a)	(a) Subject to the Companies Law <u>Act</u> , the Company shall have one or more Seals as the Board may determine, and may have a Seal for use outside the Cayman Islands. The Board shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Board or a committee authorised by the Board in that behalf.
153(a)	The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including its share premium account and capital redemption reserve fund, subject to the Companies Law <u>Act</u>) and to appropriate such sums to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
153(b)	Subject to the Companies Law <u>Act</u> , whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.
154	Subject to the Companies Law <u>Act</u> and these Articles, the Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Board.
156(a)	No Dividend shall be declared or paid or shall be made otherwise than in accordance with the Companies Law <u>Act</u> .

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
156(b)	Subject to the provisions of the Companies Law <u>Act</u> but without prejudice to paragraph (a) of this Article, where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Board in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for Dividend accordingly. Subject as aforesaid, if any Shares or securities are purchased cum Dividend or interest, such Dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.
171	The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Companies Law <u>Act</u> .
172	The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies Law <u>Act</u> necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.
174	No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies Law <u>Act</u> or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
176(a)	(a) The Company shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall, <u>by Ordinary Resolution</u> , be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.
176(b)	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <u>Ordinary</u> Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.
180(a)	Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Law <u>Act</u> and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
180(b)	Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Law <u>Act</u> and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.
188	Subject to the Companies Law <u>Act</u> , a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.
190	If the Company shall be wound up (in whatever manner) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies Law <u>Act</u> , divide among the Shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders and the Shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator, with the like sanction, shall think fit, but so that no Shareholder shall be compelled to accept any Shares or other assets upon which there is a liability.
195	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Companies Law <u>Act</u> :

Article number	Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to existing Articles)
196	The following provisions shall have effect at any time and from time to time provided that they are not prohibited by or inconsistent with the Companies Law <u>Act</u> :
<u>197</u>	<u>Unless otherwise determined by the Directors from time to time, the financial year end of the Company shall be 31 of May in each year.</u>

The Board would like to remind the Shareholders that the English version of the Memorandum and the Articles shall always prevail in case of any discrepancy or inconsistency between English version and its Chinese translation. The proposed amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM.

NOTICE OF ANNUAL GENERAL MEETING



IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8446)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of In Technical Productions Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Tuesday, 8 November 2022, at Unit D2, 5/F, Hoi Bun Industrial Building, 6 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong for the following purposes:

To consider and if thought fit, passing the following resolutions (with or without modification) as ordinary resolutions of the Company:

AS ORDINARY BUSINESS

1. To receive, consider and approve the audited financial statements of the Company and the reports of the directors (the “**Directors**”) and auditor of the Company (the “**Auditor**”) for the year ended 31 May 2022;
2. To re-elect the following persons as the Directors:
 - (a) Mr. Ma Lie as an executive Director;
 - (b) Mr. Yeung Ho Ting Dennis as an executive Director;
 - (c) Mr. Tam Chun Yu as an executive Director;
 - (d) Mr. Chen Yue as an independent non-executive Director;
 - (e) Mr. Cui Hai Bin as an independent non-executive Director;
 - (f) Mr. Ji Gui Bao as an independent non-executive Director; and
 - (g) Ms. Jiang Yu E as an independent non-executive Director;
3. To authorise the board (the “**Board**”) of directors to fix the remuneration of the Directors;
4. To re-appoint Zhonghui Anda CPA Limited as the Auditor and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

5. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued share(s) of HK\$0.01 each in the share capital of the Company (the “**Share(s)**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options, including bonds and warrants to subscribe for Shares and debentures convertible into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (hereinafter defined) to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any options granted under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries of Shares or right to acquire Shares; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription, conversion or exchange under the terms of any convertible notes or warrants of the Company or any securities which are convertible into or exchange for or carry rights to subscribe for Shares, shall not exceed the aggregate of:
 - (aa) 20 percent of the total number of Shares in issue as at the date of the passing of this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(bb) if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares as at the date immediately before and after such consolidation and subdivision shall be the same,

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this Resolution) of all powers of the Company to buy back issued Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its Shares at a price determined by the Directors;
- (c) the total number of Shares which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued Shares as at the date immediately before and after such consolidation and subdivision shall be the same and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to resolution numbered 5 above be and is hereby extended by adding to the number of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to such general mandate of the total number of Shares bought back by the Company under the authority granted pursuant to the resolution numbered 6 above, provided that such number of added Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

8. “**THAT** the amended and restated memorandum and articles of association of In Technical Productions Holdings Limited (“**Company**”) be amended in the manner as set out in the circular of the Company dated 30 September 2022 (the “**Circular**”); the second amended and restated memorandum and articles of association of the Company in the form produced to the meeting, a copy of which has been marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of the annual general meeting; and that any one of the directors of the Company be and is hereby authorised to do all things necessary to implement the adoption of the second amended and restated memorandum and articles of association of the Company.”

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

Hong Kong, 30 September 2022

Notes:

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting or its adjourned Meeting (as the case may be) is entitled to appoint one or more proxies (if such member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the Meeting to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting or its adjourned meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of Members in respect of the joint holding.
- (3) A form of proxy for use at the Meeting or its adjourned Meeting is enclosed.
- (4) In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or its

NOTICE OF ANNUAL GENERAL MEETING

adjourned Meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or its adjourned Meeting if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

- (5) For determining Members' entitlement to attend and vote at the Meeting, the register of Members will be closed from Thursday, 3 November 2022 to Tuesday, 8 November 2022 (both dates inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 November 2022.
- (6) In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that Zhonghui Anda CPA Limited be re-appointed as the auditor of the Company.
- (7) In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company.
- (8) In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to buy back shares of the Company in circumstances which they consider appropriate for the benefit of the Company and the Members. An explanatory statement containing the information necessary to enable Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
- (9) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the Meeting or its adjourned meeting will be taken by poll.

As at the date of this notice, the Directors are:

Executive Directors

Mr. Ma Lie (*Chairman*), Yeung Ho Ting Dennis (*Chief Executive Officer*) and Mr. Tam Chun Yu

Independent non-executive Directors

Mr. Chen Yue, Mr. Cui Hai Bin, Mr. Ji Gui Bao and Ms. Jiang Yu E

This notice will remain on the "Latest Listed Company Information" page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting. This notice will also be published on the Company's website at www.intechproductions.com.

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.