

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 CHANGE OF COMPANY NAME 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, 20 June 2023, at Unit D2, 5/F, Hoi Bun Industrial Building, 6 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong is set out on pages 17 to 22 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 on the form 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 of that meeting. 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 of that meeting 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 websites of the Stock Exchange at <http://www.hkexnews.hk> and of the Company at <http://www.intechproductions.com>.

19 May 2023

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.

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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, 20 June 2023, at Unit D2, 5/F, Hoi Bun Industrial Building, 6 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong or any adjournment of that meeting
“AGM Notice”	the notice convening the AGM set out on pages 17 to 22 of this circular
“Articles”	the second amended and restated articles of association of the Company adopted on 8 November 2022, as amended or supplemented from time to time
“Board”	the board of Directors
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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

DEFINITIONS

“Latest Practicable Date”	11 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Macau”	the Macao Special Administrative Region of the People’s Republic of China
“Memorandum”	the second amended and restated memorandum of association of the Company adopted on 8 November 2022, as amended or supplemented from time to time
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“Proposed Name Change”	the proposed change of the English name of the Company from “In Technical Productions Holdings Limited” to “Brightstar Technology Group Co., Ltd” and the proposed adoption of “耀星科技集團股份有限公司” as the dual foreign name in Chinese of the Company
“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)
“Shenzhen Xinhang”	深圳市鑫杭信息科技有限公司 (Shenzhen Xinhang Information Technology Company Limited*), a company established in the PRC with limited liability and a subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

The English transliteration of the Chinese name(s) in this circular, where indicated with *, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).

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
Ms. Zhang Yan Ling

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
Mr. Li Xiao Hua
Mr. Jiang Peiyan

Principal place of business

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

19 May 2023

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
RE-ELECTION OF DIRECTORS
RE-APPOINTMENT OF AUDITOR
PROPOSED CHANGE OF COMPANY NAME
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) the Proposed Name Change. 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 annual general meeting of the Company held on 8 November 2022 where the Directors were granted all powers of the Company (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 relevant resolution granting such mandate; (ii) to buy back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate; 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 date of the aforesaid annual general meeting, 800,000,000 Shares were in issue and accordingly, a maximum of 160,000,000 Shares were authorised to be issued under the above general mandate. During the period from the annual general meeting held on 8 November 2022 up to the Latest Practicable Date, 74,000 Shares were issued by the Company pursuant to the above general mandate. Further information on the new issue of Shares was disclosed in the Company's announcement dated 8 May 2023.

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 813,231,894 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 162,646,378 Shares pursuant to the Issue Mandate and buy back 81,323,189 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.

LETTER FROM THE BOARD

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.

RE-ELECTION OF THE DIRECTORS

Pursuant to the Article 108 and Article 112 of the Articles, Mr. Ma Lie, Mr. Yeung Ho Ting Dennis, Ms. Zhang Yan Ling, Mr. Chen Yue, Mr. Li Xiao Hua and Mr. Jiang Peiyan will retire from office as Directors at the AGM. Mr. Chen Yue has informed the Board that he would not offer himself for re-election. Accordingly, he will retire at the conclusion of the AGM. Mr. Chen Yue has confirmed that he has no disagreement with the Board and is not aware of any matters that need to be brought to the attention of the shareholders of the Company in relation to his retirement. Save for Mr. Chen Yue, the other retiring Directors, 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. Li Xiao Hua and Mr. Jiang Peiyan are independent. The nomination committee of the Company has assessed and is satisfied with the independence of them. Given Mr. Li Xiao Hua and Mr. Jiang Peiyan can contribute to the Board for their valuable business experience, knowledge and professionalism, including their indepth knowledge in financial management, investor relations, investment strategies, international experience and connections in various industries, the Board considers that Mr. Li Xiao Hua and Mr. Jiang Peiyan 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 individuals, the Board would recommend Mr. Ma Lie, Mr. Yeung Ho Ting Dennis, Ms. Zhang Yan Ling, Mr. Li Xiao Hua and Mr. Jiang Peiyan 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.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 11 May 2023 in respect of the Proposed Name Change. The Company will propose a special resolution at the AGM to approve the Proposed Name Change.

The Board proposes to change the English name of the Company from “In Technical Productions Holdings Limited” to “Brightstar Technology Group Co., Ltd” and adopt “耀星科技集團股份有限公司” as the dual foreign name in Chinese of the Company.

Conditions for the Proposed Name Change

The Proposed Name Change is subject to the followings:

- (i) the approval by the Shareholders by way of special resolution at the AGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands by issuing a certificate of incorporation on change of name.

Subject to satisfaction of the conditions set out above, the Proposed Name Change will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on change of name thereafter. The Company will then comply with the necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Reasons for the Proposed Name Change

As highlighted in the announcement of the Company dated 28 July 2022, due to the COVID-19 pandemic which severely affected the shows and events business, the Group has been proactively seeking potential business opportunities to broaden its income source. Since the completion of the acquisition of 22.9% of the then enlarged issued share capital of Shenzhen Xinhang in August 2022, the Group has started to extend its business focus to the provision of information technology consulting services. Further, as disclosed in the circular of the Company dated 17 January 2023, the Company intended to look for potential merger and acquisition opportunities of companies engaged in the provision of information technology solutions and/or e-commerce related business. As such, the Board considers that the proposed new names of the Company will more fully and accurately summarise the operations of the Group going forward, and is instrumental to the Company’s refreshment of its corporate image and is in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Proposed Name Change

The Proposed Name Change will not affect any rights of the Shareholders. The existing Share certificates in issue bearing the present name of the Company will, after the Proposed Name Change becoming effective, continue to be evidence of legal title and the existing Share certificates will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing Share certificates for new certificates bearing the new name of the Company.

Upon the Proposed Name Change becoming effective and from then on, new certificates in respect of the Shares will be issued under the new name of the Company and, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company will also be changed.

Further announcement(s) will be made by the Company regarding the effective date of the Proposed Name Change and the change of the stock short names under which the Shares will be traded 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 the Proposed Name Change are set out on pages 17 to 22 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 of 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 on the form not less than 48 hours before the time fixed for the holding of the AGM or any adjournment of that meeting. 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.

LETTER FROM THE BOARD

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, 15 June 2023 to Tuesday, 20 June 2023, 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, 14 June 2023.

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) the Proposed Name Change 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.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

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 813,231,894 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 81,323,189 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 the Memorandum 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, 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 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 December 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, 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 453,157,894 Shares, representing 55.72% 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 61.91% 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>
2022		
May	2.59	1.85
June	5.70	2.23
July	11.86	4.92
August	12.00	2.50
September	9.50	7.42
October	9.20	7.52
November	7.95	7.16
December	9.38	7.45
2023		
January	8.95	7.40
February	8.19	7.44
March	10.16	7.30
April	8.38	6.35
May (up to the Latest Practicable Date)	7.50	6.40

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 44, 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.

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 453,157,894 Shares, representing 55.72% of the total issued share capital of the Company. As such, Mr. Ma is deemed to be interested in 453,157,894 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 56,000,000 Shares representing 6.89% 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 56,000,000 Shares held by Next Vision Management Limited in the Company. Mr. Yeung is a director of Next Vision Management Limited.

Ms. Zhang Yan Ling (張艷玲), aged 60, was appointed as executive Director on 17 November 2022 and a member of nomination committee of the Company on 17 November 2022.

Ms. Zhang graduated from Tianjin University of Finance & Economics with a bachelor degree in Economics. She worked in the Agricultural Bank of China between 1984 and 2018 with the last position as a bank manager at the Yuanling branch (園嶺支行).

There is a service contract between the Company and Ms. Zhang for a term of three years ending 16 November 2025, subject to retirement by rotation and re-election at the annual general meeting of the Company 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. Ms. Zhang is entitled to receive an emolument of HK\$120,000 per annum. The emolument of Ms. Zhang was determined by the Remuneration Committee and approved by the Board, with reference to her duties and responsibilities, experience, time commitment, performance of the Group as well as the remuneration benchmark in the industry and the prevailing market conditions, and shall be reviewed by the Remuneration Committee.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Ms. Zhang held 1,404,000 Shares representing 0.17% of the total number of Shares in issue.

Mr. Li Xiao Hua (李曉華), aged 72, 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 17 November 2022.

Mr. Li has been the founder and chairman of the board of directors of Huada International Holdings Co. Limited since 1988, which businesses cover China, Japan, Southeast Asia and South America. He has been elected as the member of the 9th National Committee of the Chinese People's Political Consultative Conference (CPPCC), the Honorary Chairman of the China Charity Federation, member of the Standing Committee of the All-China Federation of Industry and Commerce and director of the China Overseas Friendship Association. Mr. Li currently acts as a non-executive director of Great China Holdings (Hong Kong) Limited (Stock Code: 21), a company listed on the Stock Exchange.

Mr. Li has entered into a letter of appointment with the Company for a term of three years ending 16 November 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. Li 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. Jiang Peiyan (江培炎) ("Mr. Jiang"), aged 50, was appointed as an independent non-executive Director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company on 31 March 2023.

Mr. Jiang obtained a diploma in Education in Ideology and Politics from Qufu Normal University in July 2004. Mr. Jiang has extensive experience in business development and management. He is currently the chairman of XuanKun International Investment Limited (炫坤國際投資有限公司), the chairman of Guangdong XuanKun Investment Co., Limited* (廣東炫坤投資有限公司), and general manager of the operations department of Shenzhen Zhaobangji Group* (深圳市兆邦基集團). Mr. Jiang was the vice president of Well Link Financial Group (立橋金融集團) from October 2019 to November 2020.

Mr. Jiang has entered into a letter of appointment letter with the Company for a term of three years ending 30 March 2026, subject to retirement by rotation and re-election at the annual general meeting of the Company 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. Jiang is entitled to receive an emolument of HK\$120,000 per annum as determined by the Remuneration Committee and approved by the Board, with reference to the prevailing market conditions and his responsibilities, experience 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.

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, 20 June 2023, 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**”, each a “**Director**”) and auditor of the Company (the “**Auditor**”) for the seven months ended 31 December 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) Ms. Zhang Yan Ling as an executive Director;
 - (d) Mr. Li Xiao Hua as an independent non-executive Director; and
 - (e) Mr. Jiang Peiyan 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 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% 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 GEM Listing Rules 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** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “In Technical Productions Holdings Limited” to “Brightstar Technology Group Co., Ltd” and “耀星科技集團股份有限公司” be adopted as the dual foreign name in Chinese of the Company (the “**Proposed Name Change**”), with effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands, and that any one of the Directors or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Name Change and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 19 May 2023

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, 15 June 2023 to Tuesday, 20 June 2023 (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, 14 June 2023.
- (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 by that proposed resolution 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*), Mr. Yeung Ho Ting Dennis (*Chief Executive Officer*) and Ms. Zhang Yan Ling

Independent non-executive Directors

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

This notice will remain on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and of the Company 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.