

INCUTECH

INCUTECH INVESTMENTS LIMITED

(Incorporated in the Cayman Islands with limited liability)
Stock code: 356

INTERIM REPORT 2013





Interim Report and Condensed Accounts

The Board of Directors (the “Board”) of Incutech Investments Limited (the “Company”) hereby presents the interim report and condensed accounts of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2013. The interim report had been reviewed by the audit committee of the Company and approved by the Board.

Interim Dividend

The Board of Directors has resolved not to pay any interim dividend for the period ended 30 June 2013 (2012: Nil).

Review of Report

For the six months ended 30 June 2013, the Group recorded a net loss attributable to shareholders of approximately HK\$2,468,916 (2012: HK\$3,486,178) and loss per share of HK3.43 cents (2012: HK4.84 cents).

Management Discussion and Analysis

The period under review was full of challenge. US Federal Reserve expanded the US quantitative easing purchases (the “QE”) at the end of 2012. The US economic growth was improved because of picking up with unemployment rate and corporate earnings improving at the first half of 2013. In June, statements from the US Fed Chairman Ben Bernanke indicated that the Fed might start to reduce US QE from the autumn of the year. The global financial markets were negatively impacted and became more volatile by the fear of QE tapering in the coming few months in this year.

In June 2013, the Chinese government indicated that they would tolerate short-term economic pain in order to achieve structural reform. The People’s Bank of China also temporarily suspended capital injection into the banking system, resulting in a surge in interbank lending rate. China gross domestic product growth slowed to 7.5% year-on-year in the second quarter of 2013 from 7.9% in the fourth quarter of 2012 and it would be the slowest pace in 23 years for China. The HSBC Markit Purchasing Managers’ Index was below 50 for the first time during the period under review. Hang Seng China Enterprise Index dropped 11.38% on total return basis in the second quarter of 2013, closing at 9,311.44.

Due to speculation of US QE tapering by the US Fed and the signs of downward pressure on China’s economy, equity markets in Hong Kong were under pressure and increased volatility and uncertainty. Hang Seng Index fell 1,854 points in the first six months of 2013, a loss of 8.2% from the end of 2012.



Business Review and Prospects

The Company is an investment company and the Company's shares were listed on the main board of Stock Exchange pursuant to the Chapter 21 of the Rules Governing the Listing of Securities on the Stock Exchange. The Group is principally engaged in the investments in the listed securities with a potential for earnings growth and capital appreciation.

The Group reported a net loss from operation of HK\$2,468,916 as at 30 June 2013 as compared with a loss from operation of HK\$3,486,178 in 2012. During the period under review, the Company had not made any new investment. The Group portfolio investment comprised mainly securities listed in Hong Kong. As at 30 June 2013, the Group held listed securities investments at market value of HK\$5,259,436 (2012: HK\$4,470,196).

On 6 May 2013, a joint announcement was issued jointly by the offerors (the "Offerors") and the Company in relation to, among others, the possible mandatory unconditional cash offer (the "Offer"). The making of the Offer by the Offerors is subject to completion, which in turn is subject to Independent Shareholders' approval at the EGM. Details of such Offer were disclosed in the announcements of the Company dated 6 May 2013 and 31 July 2013.

In such an unstable and challenging environment, the Company will continue to focus on our existing investment portfolio management and continue to cautiously take defensive measures to manage the portfolio of the investments of the Group in accordance with the Company's investment objective and policy with a view of improving its business performance.

Financial Review

Liquidity and financial resources

As at 30 June 2013, the Group's current ratio was 0.19, based on the current assets of HK\$5,649,135 and current liabilities of HK\$29,941,552. The Group's gearing ratio was not applicable.

As at 30 June 2013, the Group had cash and cash equivalents of HK\$6,647 and net financial asset investments of HK\$5,259,436.



Capital structure

There has been no change to the capital structure of the Company since 1 January 2013.

Material acquisitions and disposals of subsidiaries

The Group has not made any material acquisition or disposal of subsidiaries during the period ended 30 June 2013.

Capital commitment and contingent liabilities

As at 30 June 2013, no material capital commitment and contingent liabilities were noted by the directors of the Company.

Share options

The Company does not have any share option scheme.

Employment and Remuneration Policies

As at 30 June 2013, the Group employed a total of 4 employees (2012: 4) including the executive directors of the Company. The remuneration packages consist of basic salary, mandatory provident fund, medical insurance, and other benefits considered as appropriate. Remuneration packages are generally structured by reference to market terms, individual qualification and performance. They are under periodic review based on individual merit and other market factors.

Staff Cost

The Group's total staff costs for the period under review amounted to HK\$1,040,700 (2012: HK\$1,039,450).

Exposure to Fluctuations in Exchange Rates and Related Hedges

The Group's assets and liabilities are denominated in Hong Kong Dollars and, therefore, the Group has no significant exposure to foreign exchange fluctuation.

Purchase, Sale or Redemption of Securities

During the period under review, the Company has not redeemed any of its securities and neither the Company nor any of its subsidiaries has purchased or sold any of the Company's securities.

Directors' Interests in Securities

As at 30 June 2013, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company or The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") were as follows:

Long position in shares of the Company

Name of Director	Type of interests	Interest in Shares	Approximate percentage of total issued ordinary shares	Interest in underlying shares	Approximate percentage of total issued ordinary shares
Tung Tat Wah (Note)	Corporate	15,000,000 (Note)	20.83%	15,000,000 (Note)	20.83%
Wu Chun Wah (Note)	Corporate	15,000,000 (Note)	20.83%	15,000,000 (Note)	20.83%

Notes:

As at 30 June 2013, Mr. Wu Chun Wah, through his 40% equity interest in Biggish Management Limited, held 15,000,000 shares of the Company, representing approximately 20.83% of the entire issued share capital of the Company. The remaining 60% equity interest in Biggish Management Limited, the substantial shareholder of the Company, is held by Mr. Tung Tat Wah.

Save as disclosed above, none of the Directors, chief executives of their associates had any interests and short positions in any shares, underlying shares of equity derivatives or debentures of the Company or any of its associated corporations as defined in Part XV of SFO as recorded in the register to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Substantial Shareholders' Interests in Securities

As at 30 June 2013, so far as is known to the Directors, the following persons (other than the Directors and chief executives of the Company) had interests or short positions in the Shares and underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

Long positions in Shares

Name of shareholder	Capacity	Number of issued ordinary shares held	Approximate percentage of total issued ordinary shares
Biggish Management Limited (<i>Note</i>)	Beneficial Owner	15,000,000	20.83%
Cheong Chi Man	Beneficial Owner	7,350,000	10.21%
Hugger Thomas Eugen	Beneficial Owner	3,780,000	5.25%

Note: This interests has been disclosed in the above section headed "Directors' Interests in Securities".

Save as disclosed above, the Directors are not aware of any other persons who have interests or short positions in the Shares, underlying Shares or debentures of the Company or any associated corporations (within the meaning of the SFO) as recorded in the register required to be kept under section 336 of the SFO.



Public Float

Based on the information that is publicly available to the Company and within the knowledge of its directors, as at the date of this report, there is sufficient public float of more than 25% of the issued share capital of the Company as required under the Listing Rules.

Directors' Interests in Contracts

No contract of significance in relation to the Company's business to which the Company, its holding company, or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the period end or at any time during the period.

Audit Committee

The Company has established an audit committee in accordance with Rule 3.21 of the Listing Rules, for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee of the Company has reviewed the interim report for the period ended 30 June 2013.

Model Code for Securities Transactions by Directors

The Company has complied with the code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in the Model Code. Having made specific enquiry of all Directors, they have complied with the required standard set out in the Model Code and the code of conduct regarding securities transaction by the Directors adopted by the Company.

Corporate Governance Code

The Board has established procedures on corporate governance that comply with the requirements of the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules. The Board has reviewed and taken measures to adopt the CG Code as the Company's code of corporate governance practices. During the 6 months ended 30 June 2013, the Company has complied with the code provisions under the CG Code, save and except for the following:

Code A.4.1 which provides that non-executive directors should be appointed for a specific term and subject to re-election.



The Company's independent non-executive Directors do not have a specific term of appointment. However, they are subject to retirement by rotation once every three years pursuant to the Company's Articles of Association.

Code A.6.7 which provides for independent non-executive directors and other non-executive directors to, inter alia, attend general meetings.

Publication of Interim Report

This interim report is published on HKExnews at www.hkexnews.hk and on the website of the Company at www.hklistedco.com/356.asp.

By order of the Board

Tung Tat Wah

Chairman

Hong Kong, 22 August 2013

As at the date of this report, the Board is comprised of Mr. Tung Tat Wah and Mr. Wu Chun Wah, Michael, as executive Directors; Mr. Kwok Ming Fai, Allan, Mr. Siu Siu Ling, Robert, and Mr. Lee Ming Ching, Stephen, as independent non-executive Directors.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2013

	Note	Six months ended 30 June 2013 (Unaudited) HK\$	Six months ended 30 June 2012 (Unaudited) HK\$
Turnover	2	–	–
Realised loss on disposals of listed securities		–	(32,500)
Unrealised gain/(loss) on listed securities		55,228	(1,108,104)
Investment management fee		(300,000)	(300,000)
Operating expenses		(1,881,786)	(1,732,902)
Finance costs	4	(342,358)	(312,672)
Loss before taxation	5	(2,468,916)	(3,486,178)
Taxation	6	–	–
Loss for the period attributable to equity holder of the Company		(2,468,916)	(3,486,178)
Other comprehensive income for the period		–	–
Total comprehensive loss for the period attributable to equity holders of the Company		(2,468,916)	(3,486,178)
Loss per share	7	(3.43 cents)	(4.84 cents)
Interim dividend	8	Nil	Nil

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2013

	Note	30 June 2013 (Unaudited) HK\$	31 December 2012 (Audited) HK\$
NON-CURRENT ASSETS			
Property, plant and equipment		36,293	72,585
CURRENT ASSETS			
Investments held for trading	9	5,259,436	5,204,208
Prepayments and other receivables		383,052	116,060
Bank balances and cash		6,647	249,955
		5,649,135	5,570,223
CURRENT LIABILITIES			
Short term loans	10	9,016,474	8,674,116
Other payables and accruals	11	12,440,096	11,304,049
Due to a director	12	8,484,982	7,451,851
		29,941,552	27,430,016
NET CURRENT LIABILITIES		(24,292,417)	(21,859,793)
NET LIABILITIES		(24,256,124)	(21,787,208)
CAPITAL AND RESERVES			
Share capital	13	720,000	720,000
Reserves		(24,976,124)	(22,507,208)
SHAREHOLDERS' FUNDS		(24,256,124)	(21,787,208)

The condensed consolidated financial statements on pages 8 to 18 were approved by the Board of Directors on 22 August 2013.

Tung Tat Wah
Director

Michael Wu Chun Wah
Director

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2013

	For the six months ended 30 June 2012 (Unaudited)			
	Share capital	Share premium	Accumulated losses	Total
	HK\$	HK\$	HK\$	HK\$
Balance at 1 January 2012	720,000	67,320,071	(85,899,531)	(17,859,460)
Total comprehensive loss attributable to equity holders of the Company	–	–	(3,486,178)	(3,486,178)
At 30 June 2012	720,000	67,320,071	(89,385,709)	(21,345,638)

	For the six months ended 30 June 2013 (Unaudited)			
	Share capital	Share premium	Accumulated losses	Total
	HK\$	HK\$	HK\$	HK\$
Balance at 1 January 2013	720,000	67,320,071	(89,827,279)	(21,787,208)
Total comprehensive loss attributable to equity holders of the Company	–	–	(2,468,916)	(2,468,916)
At 30 June 2013	720,000	67,320,071	(92,296,195)	(24,256,124)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2013

	Six months ended 30 June 2013 (Unaudited) HK\$	Six months ended 30 June 2012 (Unaudited) HK\$
Net cash used in operating activities	(243,308)	(19,346)
Net decrease in cash and cash equivalents	(243,308)	(19,346)
Cash and cash equivalents at the beginning of the period	249,955	24,276
Cash and cash equivalents at the end of the period	6,647	4,930
Analysis of cash and cash equivalents		
Bank balances and cash	6,647	4,930

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2013

1. Basis of Preparation

The unaudited condensed consolidated financial statements for the six months ended 30 June 2013 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

In preparing the condensed consolidated financial statements, the directors of the Company (“Directors”) have given careful consideration to the future liquidity of the Group in light of a loss of HK\$2,468,916 for the six months ended 30 June 2013 and the Group’s net current liabilities and net liabilities as at 30 June 2013 amounted to HK\$24,292,417 and HK\$24,256,124 respectively. On 6 May 2013, the Company announced that, among others, the Company and certain subscribers entered into a subscription agreement pursuant to which the subscribers conditionally agreed to subscribe in cash an aggregate of 1,000,000,000 ordinary shares of the Company at the subscription price of HK\$0.1 per ordinary share. Moreover, a resumption proposal has been submitted to The Stock Exchange of Hong Kong Limited (“Stock Exchange”) on 10 July 2013, which includes, among others, the proposed injection of HK\$100 million cash by way of share subscription and the proposed open offer to improve the financial position of the Group. Furthermore, the Directors have been taking measures to improve the liquidity of the Group. These measures include (i) extending the Group’s short term loans upon maturity; (ii) implementing cost controls over operating expenses; (iii) negotiating with the suppliers to reschedule the payments of the Group’s expenditures; and (iv) exploring options to conduct fund raising activities. In addition, Biggish Management Limited, the substantial shareholder of the Company, and Mr. Tung Tat Wah, the chairman and executive director of the Company, have agreed to provide continuing financial support to the Group so as to enable the Group to continue its day-to-day operations as a going concern and to meet its obligation for at least twelve months from the date of the condensed consolidated financial statements.

Provided that the aforesaid proposed fund raising exercises and measures are successful and the continuing financial support is given by the substantial shareholder and one of the directors of the Company that can effectively improve the liquidity position of the Group, the Directors are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due for the foreseeable future. Accordingly, the condensed consolidated financial statements have been prepared on a going concern basis.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2013

The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's financial statements for the year ended 31 December 2012. They have been prepared on the historical cost basis, except that investments held for trading are stated at fair value.

The accounting policies and methods of computation applied in preparation of the condensed consolidated financial statements are consistent with those applied in preparing the Group's financial statements for the year ended 31 December 2012. The adoption of the new and revised Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual HKFRS, HKAS and Interpretations issued by the HKICPA that are relevant to the Group and effective from the current period, did not have any significant effect on the financial position or performance of the Group.

The Group has not early adopted any new and revised HKFRS that have been issued but are not yet effective for the current period. The Group has already commenced an assessment of the impact of these new and revised HKFRS but is not yet in a position to reasonably estimate whether these new and revised HKFRS would have a significant impact on the Group's results of operations and financial position.

2. Turnover and Revenue

The principal activities of the Group are investments in securities listed on the Stock Exchange and unlisted securities with a potential growth and capital appreciation.

3. Segment Information

The Group determines its operating segments based on the internal reports about components of the Group that are regularly reviewed by the executive Directors for the purpose of allocating resources to segments and assessing their performance. The Group's operating and reportable segments are as follows:

Listed securities	–	Investments in securities listed on the Stock Exchange
Unlisted securities	–	Investments in unlisted securities

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2013

Segment revenues and results

The following is an analysis of the Group's results by reportable segment:

Six months ended 30 June 2013 (Unaudited)

	Listed securities HK\$	Unlisted securities HK\$	Total HK\$
Segment result	55,228	–	55,228
Unallocated expenses			<u>(2,524,144)</u>
Loss for the period			<u>(2,468,916)</u>

Six months ended 30 June 2012 (Unaudited)

	Listed securities HK\$	Unlisted securities HK\$	Total HK\$
Segment result	(1,140,604)	–	(1,140,604)
Unallocated expenses			<u>(2,345,574)</u>
Loss for the period			<u>(3,486,178)</u>

Segment result of listed securities represents dividend income from listed securities, realised gain/(loss) on disposal of listed securities and unrealised gain/(loss) on listed securities. With the nature of investments business, no segment revenue is presented.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2013

Segment assets

The following is an analysis of the Group's assets by reportable segment:

	30 June 2013 (Unaudited) HK\$	31 December 2012 (Audited) HK\$
Listed securities	5,259,436	5,204,208
Unlisted securities	–	–
Total segment assets	5,259,436	5,204,208
Unallocated assets	425,992	438,600
	5,685,428	5,642,808

For the purposes of monitoring segment performances and allocating resources between segments, all assets are allocated to reportable segments other than property, plant and equipment, prepayments, other receivables and bank balances.

Geographical information

No geographical information is presented as the Group operates in Hong Kong only.

4. Finance Costs

	Six months ended 30 June 2013 (Unaudited) HK\$	Six months ended 30 June 2012 (Unaudited) HK\$
Interest on unsecured short term loans	342,358	312,672

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2013

5. Loss Before Taxation

	Six months ended 30 June 2013 (Unaudited) HK\$	Six months ended 30 June 2012 (Unaudited) HK\$
Loss before taxation is stated after charging the following:		
Depreciation	36,292	36,292
Rental charges under operating leases in respect of rented premises	205,155	203,880
Staff costs, including directors' emoluments	1,040,700	1,039,450

6. Taxation

No provision for Hong Kong Profits Tax has been made in the condensed consolidated financial statements as the Group has no assessable profits for the six months ended 30 June 2013 and 2012.

7. Loss Per Share

The calculation of the loss per share for the six months ended 30 June 2013 is based on the Group's loss attributable to the equity holders of HK\$2,468,916 and the weighted average number of 72,000,000 ordinary shares in issue during the period. Loss per share for the six months ended 30 June 2012 is based on the Group's loss attributable to equity holders of HK\$3,486,178 and the weighted average number of 72,000,000 ordinary shares in issue during the prior period.

No diluted loss per share is presented since the Group did not issue any dilutive potential ordinary shares during both periods presented.

8. Dividend

The Directors do not recommend the payment of any interim dividend for both periods.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2013

9. Investments Held for Trading

	30 June 2013 (Unaudited) HK\$	31 December 2012 (Audited) HK\$
Equity securities listed in Hong Kong, at fair values	5,259,436	5,204,208

10. Short Term Loans

The short term loans are unsecured and repayable on demand. Interest is charged at a range from 2% to 9.25% (2012: 2% to 9.25%) per annum.

11. Other Payables and Accruals

Included in the other payables and accruals are the amount due to directors arising from unsettled directors' fees amounting to HK\$7,363,575 (2012: HK\$6,013,575), and the amount due to investment manager for unsettled investment management fee amounting to HK\$2,500,000 (2012: HK\$1,900,000).

12. Due to a Director

The amount due to a director is unsecured, interest free and has no fixed term of repayment.

13. Share Capital

	30 June 2013 (Unaudited) HK\$	31 December 2012 (Audited) HK\$
Authorised:		
500,000,000 ordinary shares of HK\$0.01 each	5,000,000	5,000,000
Issued and fully paid:		
72,000,000 ordinary shares of HK\$0.01 each	720,000	720,000

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2013

14. Commitments under Operating Leases

At 30 June 2013, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of office premises which fall due as follows:

	30 June 2013 (Unaudited) HK\$	31 December 2012 (Audited) HK\$
Within one year	146,970	323,334
In the second to fifth year inclusive	–	–
	146,970	323,334

The above lease agreement was made between the Group and the landlord for a term of two years and rentals are fixed for two years. The lease payments were guaranteed by the Company.

15. Related Party Transactions

Compensation of key management personnel of the Group

	Six months ended 30 June 2013 (Unaudited) HK\$	Six months ended 30 June 2012 (Unaudited) HK\$
Short term benefits	600,000	600,000
Post employment benefits	–	–
	600,000	600,000