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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares of Incutech Investments Limited.*



**SHARP YEARS LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*

**HUGO LUCKY LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*

**INCUTECH  
INVESTMENTS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 356)**

**EXTENSION OF LONG STOP DATE  
FURTHER DELAY IN DESPATCH OF CIRCULAR AND  
FURTHER DELAY IN DESPATCH OF COMPOSITE DOCUMENT**

**Financial adviser to Sharp Years Limited and Hugo Lucky Limited**



禹銘投資管理有限公司  
YU MING INVESTMENT MANAGEMENT LIMITED

On 2 January 2014, the Offerors and the Vendor had entered into the Third Supplemental Sale and Purchase Agreement and Third Supplemental Subscription Agreement to further extend the Long Stop Date to 14 February 2014. The Long Stop Date shall automatically be extended to 31 March 2014 (or such other date as the parties may agree in writing) if (i) a revised resumption proposal in relation to the resumption of trading in Shares has been submitted to the Stock Exchange; and (ii) an announcement of the Company in relation to the resumption conditions principally approved by the Stock Exchange has been published on the website of the Stock Exchange on or before 14 February 2014.

In view of the further extension of the Long Stop Date, the despatch date of the Circular will be further postponed to a date falling on or before 31 March 2014.

As the making of the Offer by the Offerors is subject to Completion, which in turn is subject to Independent Shareholders' approval at the EGM, application had been made to the Executive for a further extension of time to despatch the Composite Document to a date not later than 7 days immediately after Completion and the Executive has indicated that it is minded to grant consent for such extension.

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares during the Offer period, and if they are in any doubt about their position, they should consult their professional advisers.**

Reference is made to the joint announcement of Incutech Investments Limited (the “Company”), Sharp Years Limited and Hugo Lucky Limited dated 6 May 2013, in relation to, among other things, (i) the Sale and Purchase Agreement; (ii) the Subscription Agreement and the transactions contemplated thereunder including the allotment and issue of the Subscription Shares under the specific mandate; (iii) the Increase in Authorised Capital; (iv) the Special Deal; and (v) the Offer, and the joint announcements dated 27 May 2013, 31 July 2013, 31 October 2013 and 31 December 2013 in relation to the extension of long stop date and delay in despatch of the Circular and the Composite Document (collectively, the “Joint Announcements”). Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Joint Announcements.

## **EXTENSION OF LONG STOP DATE AND FURTHER DELAY IN DESPATCH OF CIRCULAR**

The Offerors and the Vendor had entered into the Second supplemental agreement to the Sale and Purchase Agreement and the Second supplemental agreement to the Subscription Agreement on 31 December 2013 to extend the Long Stop Date to 31 January 2014. On 2 January 2014, the Offerors and the Vendor had entered into a third supplemental agreement to the Sale and Purchase Agreement (the “Third Supplemental Sale and Purchase Agreement”) and a third supplemental agreement to the Subscription Agreement (the “Third Supplemental Subscription Agreement”) to further extend the Long Stop Date to 14 February 2014. The Long Stop Date shall automatically be extended to 31 March 2014 (or such other date as the parties may agree in writing) if (i) a revised resumption proposal in relation to the resumption of trading in Shares has been submitted to the Stock Exchange; and (ii) an announcement of the Company in relation to the resumption conditions principally approved by the Stock Exchange has been published on the website of the Stock Exchange on or before 14 February 2014.

Save for the above, all other terms and conditions of the Sale and Purchase and the Subscription Agreement shall remain unchanged.

In view of the further extension of the Long Stop Date, the despatch date of the Circular will be further postponed to a date falling on or before 31 March 2014.

## **FURTHER DELAY IN DESPATCH OF COMPOSITE DOCUMENT**

As the making of the Offer by the Offerors is subject to Completion, which in turn is subject to Independent Shareholders’ approval at the EGM, an application has been made to the Executive for a further extension of time to despatch the Composite Document to a date not later than 7 days immediately after the Completion and the Executive has indicated that it is minded to grant consent for such extension.

## WARNING

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares during the Offer period, and if they are in any doubt about their position, they should consult their professional advisers.**

By order of the board of directors

**Sharp Years Limited**

**Chan Pui Kwan**

*Director*

**Hugo Lucky Limited**

**Alex, Leung King Yue**

*Director*

By order of the Board

**Incutech Investments Limited**

**Tung Tat Wah**

*Executive Director*

Hong Kong, 2 January 2014

*As at the date of this joint announcement, the directors of the First Offeror comprises Ms. Wisery, Ho Hoi Yee, Ms. Lai Tsui Har, Mr. Tony, Wu Weihong and Ms. Chan Pui Kwan, who jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Second Offeror, the Group, the Vendor and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Second Offeror, the Group, the Vendor and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Second Offeror is Mr. Alex, Leung King Yue, who accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the First Offeror, the Group, the Vendor and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the First Offeror, the Group, the Vendor and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the Board of Directors comprises Mr. Tung Tat Wah and Mr. Michael, Wu Chun Wah as executive Directors; Mr. Allan, Kwok Ming Fai, Mr. Robert, Siu Siu Ling and Mr. Stephen, Lee Ming Ching as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offerors and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offerors and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*