

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Incutech Investments Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 356)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Incutech Investments Limited (the “**Company**”) will be held at Seminar Room, 1/F., Centenary Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on Tuesday, 24 June 2014 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the subscription agreement dated 30 April 2013 (the “**Subscription Agreement**”) and entered into between the Company as issuer on one part, and Sharp Years Limited and Hugo Lucky Limited as subscribers (collectively, the “**Offerors**”) on the other part in relation to the subscription (the “**Subscription**”) by the Offerors and the allotment and issue by the Company of an aggregate of 1,400,000,000 new shares of HK\$0.01 each in the capital of the Company (the “**Subscription Shares**”) as supplemented by the supplemental agreements dated 31 July 2013, 31 December 2013, 2 January 2014, 14 February 2014, 28 March 2014 and 28 May 2014 respectively (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient which are of administrative nature to give effect to or in connection with the Subscription.”

2. “**THAT** subject to the passing of ordinary resolution no. 1 and the conditions precedent in the Subscription Agreement being fulfilled, the authorised share capital of the Company be and is hereby increased from HK\$5,000,000 to HK\$20,000,000, such that following such increase, the authorised share capital of the Company will be HK\$20,000,000 divided into 2,000,000,000 Shares (the “**Increase in Authorised Capital**”); and the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient which are of administrative nature to give effect to or in connection with the Increase in Authorised Capital.”
3. “**THAT** subject to the passing of ordinary resolutions nos. 1 and 2 and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in the Subscription Shares:
 - (a) the grant of a specific mandate (the “**Specific Mandate**”) for the allotment and issue of the Subscription Shares in accordance with the terms of the Subscription Agreement be and is hereby approved; and
 - (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient which are of administrative nature to give effect to or in connection with the Specific Mandate.”
4. “**THAT** subject to the Executive Director (the “**Executive**”) of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (“**SFC**”) or any of his delegates giving consent to the special deal (the “**Special Deal**”) constituted by the repayment of the Shareholders’ Indebtedness (as defined in the circular of the Company to its shareholders dated 9 June 2014) (a copy of which has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification) (the “**Circular**”) out of the proceeds from the Subscription, which constitute special deal according to Note 5 to Rule 25 of The Hong Kong Code on Takeovers and Mergers issued by the SFC and the satisfaction of any condition which may attach to such consent given by the Executive, the Special Deal on terms and conditions as set out in the Circular of the Company to its shareholders dated 9 June 2014 be and is hereby approved.”
5. “**THAT** subject to the passing of ordinary resolutions nos. 1 and 2, the fulfillment of the conditions, including the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Open Offer Shares (as defined below) in their fully paid forms to be allotted and issued to the Shareholders pursuant to the terms and conditions of the Open Offer (as defined below), as set out in the underwriting agreement (the “**Underwriting**

Agreement” including, if any, all supplemental agreements relating thereto, a copy of which has been produced to the Meeting marked “C” and initialed by the chairman of the Meeting for the purpose of identification) dated 28 May 2014 and entered into between the Company as issuer on one part and Sharp Years Limited and Hugo Lucky Limited as underwriters (collectively, the “**Underwriters**”) on the other part, and the Underwriting Agreement not being terminated in accordance with the terms thereof prior to 6:00 p.m. on the third business day after the last day for acceptance of Open Offer Shares (as defined below),

- (a) the issue by way of open offer (the “**Open Offer**”) of 427,500,000 new shares of HK\$0.01 each of the Company (the “**Open Offer Shares**”) to the Shareholders whose names appear on the register of members of the Company on the record date of the Open Offer as announced by the Company from time to time (excluding those Shareholders (the “**Prohibited Shareholders**”) with registered addresses as shown in the register of members of the Company on that date are outside Hong Kong whom the board of Directors consider it necessary or expedient to exclude after making the relevant enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in the place where those Prohibited Shareholders reside, and the Underwriters themselves) on the basis of fifteen (15) Open Offer Shares for every two (2) existing shares of the Company held and otherwise pursuant to and in accordance with the terms and conditions set out in the Circular be and is hereby approved;
- (b) the Directors be and are hereby authorised to allot and issue the Open Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to the Prohibited Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company;
- (c) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Open Offer Shares, if any, by the Underwriters) be and are hereby approved, confirmed and ratified;
- (d) any one or more Directors be and is/are hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Open Offer Shares to the Qualifying Shareholders and/or the Underwriters (as the case maybe).”

6. “**THAT**

- (a) the management agreements dated 1 March 2011, 25 February 2013 and 28 February 2014 (the “**Previous Management Agreements**”) respectively and entered into between the Company and Hua Yu Investment Management Limited (“**Hua Yu**”), (copies of which are marked “**D**” and signed by the chairman of this meeting for the purpose of identification), pursuant to which the Company appointed or continued the appointment of Hua Yu as the investment manager of the Company for the periods from 1 March 2011 to 28 February 2013, from 1 March 2013 to 28 February 2014 and from 1 March 2014 to 31 May 2014 respectively in accordance with the terms and conditions of the Previous Management Agreements (including the fees payable by the Company to Hua Yu under the Previous Management Agreement), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient which are of administrative nature to give effect to or in connection with the Previous Management Agreements;
- (c) all previous acts done or documents executed by any Director to give effect to or in connection with the Previous Management Agreement and the transactions contemplated thereunder are hereby approved, confirmed and ratified.”

7. “**THAT**

- (a) the management agreement dated 28 May 2014 (the “**New Management Agreement**”) and entered into between the Company and Hua Yu (a copy of which is marked “**E**” and signed by the chairman of this meeting for the purpose of identification), pursuant to which the Company continued the appointment of Hua Yu as the investment manager of the Company for the period from 1 June 2014 to 31 May 2017 in accordance with the terms and conditions of the New Management Agreement, and the transactions contemplated thereunder (including the annual caps of the fees payable to Hua Yu contemplated thereunder), be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient which are of administrative nature to give effect to or in connection with the New Management Agreement.”

8. “**THAT**

- (a) the Corporate Finance Advisory Agreement dated 28 May 2014 (the “**Corporate Finance Advisory Agreement**”) and entered into between the Company and Hua Yu (a copy of which is marked “F” and signed by the chairman of this meeting for the purpose of identification), pursuant to which the Company has agreed to appoint Hua Yu as the Corporate Finance Adviser of the Company for the period from 1 June 2014 to 31 May 2017 in accordance with the terms and conditions of the Corporate Finance Advisory Agreement, and the transactions contemplated thereunder (including the annual caps of the fees payable to Hua Yu contemplated thereunder), be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient which are of administrative nature to give effect to or in connection with the Corporate Finance Advisory Agreement.”

By Order of the Board
Incutech Investments Limited
Tung Tat Wah
Executive Director

Hong Kong, 9 June 2014

As at the date of this announcement, the Board is comprised of 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 announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.