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## **INCUTECH INVESTMENTS LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 356)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 24 JUNE 2014**

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by the Shareholders and the Independent Shareholders respectively (as the case may be) by way of poll at the EGM held on 24 June 2014.

Reference is made to the circular incorporating the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of Incutech Investments Limited (the “**Company**”) dated 9 June 2014 in relation to the (1) status of resumption; (2) conditional purchase of existing shares and conditional subscription of new shares of the Company by Sharp Years Limited and Hugo Lucky Limited under specific mandate; (3) possible mandatory unconditional cash offer; (4) proposed open offer; (5) possible special deal; (6) change in board lot size; (7) proposed increase in authorised capital; (8) ratification of previous continuing connected transactions; and (9) approval of new continuing connected transactions (the “**Circular**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **RESULTS OF THE EGM**

At the EGM held on 24 June 2014, the voting on all proposed resolutions as set out in the Notice was taken by poll. The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of issued Shares in the Company was 72,000,000 Shares, being the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM, other than the ordinary resolutions no.1, 2, 3, 4 and 5 of the EGM. Sharp Years Limited, Hugo Lucky Limited, parties acting in concert with any of them, Biggish Management Limited, its beneficial owners, namely Mr. Tung Tat Wah, Mr. Wu Chun Wah and their respective associates were, in aggregate, interested in 15,000,000 Shares, representing approximately 20.83% of the total issued share capital of the Company, who were required to abstain and abstained from voting on the ordinary resolutions no. 1, 2, 3, 4 and 5 at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the

ordinary resolutions no. 1, 2, 3, 4 and 5 at the EGM was 57,000,000 Shares. Apart from aforesaid, there was no Share entitling the Shareholders thereof to attend and abstain from voting in favour of any resolution at the EGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the EGM under the Listing Rules and the Takeovers Code.

The Board is pleased to announce that all the resolutions proposed at the EGM were duly passed by the Shareholders and the Independent Shareholders (as the case may be) by way of poll at the EGM. The full text of the resolutions was set out in the Notice and the poll results in respect of each of the resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To approve, confirm and ratify the Subscription Agreement dated 30 April 2013 (as supplemented) entered into among the Company as issuer and Sharp Years Limited and Hugo Lucky Limited as subscriber and the transaction contemplated thereunder	17,620,000 (100%)	Nil
2.	To approve the Increase in Authorised Capital from HK\$5,000,000 to HK\$20,000,000 by the creation of additional 1,500,000,000 shares of HK\$0.01 each of the Company	17,620,000 (100%)	Nil
3.	To grant the Specific Mandate for the allotment and issue of the Subscription Shares	17,620,000 (100%)	Nil
4.	To approve the Special Deal, details of which are set out in the Circular	17,620,000 (100%)	Nil
5.	To approve the Open Offer and the Underwriting Agreement dated 28 May 2014 entered into among the Company, Sharp Years Limited and Hugo Lucky Limited and the transaction contemplated thereunder including the annual caps	17,620,000 (100%)	Nil
6.	To approve, confirm and ratify the Previous Management Agreements and the transaction contemplated thereunder including the annual caps	32,620,000 (100%)	Nil
7.	To approve the New Management Agreement and the transaction contemplated thereunder including the annual caps	32,620,000 (100%)	Nil
8.	To approve the Corporate Finance Advisory Agreement and the transaction contemplated thereunder including the annual caps	32,620,000 (100%)	Nil

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

Hong Kong, 24 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.*