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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)**

**(1) COMPLETION OF PURCHASE OF EXISTING SHARES;  
(2) COMPLETION OF SUBSCRIPTION OF NEW SHARES OF  
INCUTECH INVESTMENTS LIMITED BY  
SHARP YEARS LIMITED AND HUGO LUCKY LIMITED;  
AND  
(3) MANDATORY UNCONDITIONAL CASH OFFER BY  
YU MING INVESTMENT MANAGEMENT LIMITED  
ON BEHALF OF  
SHARP YEARS LIMITED AND HUGO LUCKY LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF  
INCUTECH INVESTMENTS LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED BY OR AGREED  
TO BE ACQUIRED BY  
SHARP YEARS LIMITED AND HUGO LUCKY LIMITED  
AND PARTIES ACTING IN CONCERT WITH THEM)**

**Financial adviser to the Offerors and the Company**



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

Reference is made to the announcement made by Incutech Investments Limited (the “Company”) and Sharp Years Limited and Hugo Lucky Limited (the “Offerors”) dated 6 May 2013 and 28 May 2014 (the “Joint Announcements”) and the circular made by the Company dated 9 June 2014 (the “Circular”), in relation to, among other things, (i) the conditional Sales and Purchase Agreement and the Subscription Agreement and transactions contemplated thereunder; and (ii) the Offer. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Circular.

## **COMPLETION OF THE SALE AND PURCHASE AGREEMENT AND SUBSCRIPTION AGREEMENT**

The Company (which was informed by the Vendor) and the Offerors are pleased to announce that all the conditions to the Sale and Purchase Agreement and Subscription Agreement were fulfilled, and Completion took place on 30 June 2014.

Pursuant to the Sale and Purchase Agreement, the Offerors have acquired the Sale Shares, being 15,000,000 Shares from the Vendor, representing 1.02% of the entire issued share capital of the Company as at the date of this joint announcement. The First Offeror and the Second Offeror acquired 7,500,000 Sale Shares respectively. Total consideration of the Sale Shares was HK\$1,500,000, which was equivalent to HK\$0.1 per Sale Share.

Pursuant to the Subscription Agreement, the Company has allotted and issued the Subscription Shares, being 1,400,000,000 Shares at the Subscription price of HK\$0.1 per Subscription Share, out of which 420,000,000 Shares were allotted and issued to the First Offeror and 980,000,000 Shares were allotted and issued to the Second Offeror, representing an aggregate of 95.11% of the entire issued share capital of the Company as at the date of this joint announcement.

## **MANDATORY UNCONDITIONAL CASH OFFER**

Following the Completion and as at the date of this joint announcement, the Offerors and parties acting in concert with them hold 1,415,000,000 Shares, representing approximately 96.13% of the entire issued share capital of the Company. In accordance with Rule 26.1 of the Takeovers Code, the Offerors will make the Offer in accordance with the terms as announced jointly by the Company and the Offerors in the Joint Announcements.

## **AVAILABILITY OF THE COMPOSITE DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, amongst other things, terms of the Offer should normally be posted to the Shareholders within 21 days of the date of the announcement of the terms of the Offer. An application has been made to the Executive for, and the Executive has granted, its consent to extend the date of posting of the Composite Document to a date falling within seven days from the Completion or 8 July 2014, whichever is earlier. It is expected that the Composite Document will be despatched on or about 7 July 2014. Further announcement will be made when the Composite Document together with the Form of Acceptance are despatched.

## **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.**

**Trading in the shares of the Company was suspended with effect from 9:30 a.m. on 13 June 2008 and will remain suspended until further notice.**

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, 30 June 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.*