

**If you are in any doubt** as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Incutech Investments Limited (the “**Company**”), you should at once hand this supplemental circular and the accompanying second form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## **Incutech Investments Limited**

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

**(Stock code: 356)**

**SUPPLEMENTAL CIRCULAR RELATING TO**  
**(I) RE-ELECTION OF DIRECTORS;**  
**(II) APPOINTMENT OF AUDITORS;**  
**(III) PROPOSED CHANGE OF COMPANY NAME;**  
**(IV) ADJOURNMENT OF**  
**THE ANNUAL GENERAL MEETING;**  
**AND**  
**(V) REVISED NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular (the “**Circular**”) issued by the Company to the Shareholders dated 25 April 2014 and the notice convening an annual general meeting (the “**AGM**”) of the Company originally to be held at Seminar Room, 1/F., Centenary Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on Thursday, 31 July 2014 at 10:30 a.m.. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular for use at the adjourned annual general meeting (the “**Adjourned AGM**”) to be held at Seminar Room, 1/F., Centenary Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on Tuesday, 2 September 2014 at 11:00 a.m..

Whether or not you are able to attend the Adjourned AGM, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Adjourned AGM or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Adjourned AGM or any adjournment thereof should you so wish.

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LETTER FROM THE BOARD

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**Incutech Investments Limited**

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

**(Stock code: 356)**

*Executive Directors:*

Mr. Leung King Yue, Alex

Mr. Leong Chi Wai

Mr. Lewis Chan

*Registered office:*

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Non-executive Directors:*

Ms. Chan Pui Kwan

Mr. Ma Chun Fai

*Head office and principal place of  
business in Hong Kong:*

Room 2608, 26/F

CC Wu Building

No. 302-308 Hennessy Road

Wanchai

Hong Kong

*Independent non-executive Directors:*

Mr. Kwok Ming Fai

Mr. Lo Chi Ming

Mr. Jochum Siebren Haakma

*To the Shareholders*

8 August 2014

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR RELATING TO  
(I) RE-ELECTION OF DIRECTORS;  
(II) APPOINTMENT OF AUDITORS;  
(III) PROPOSED CHANGE OF COMPANY NAME;  
(IV) ADJOURNMENT OF  
THE ANNUAL GENERAL MEETING;  
AND  
(V) REVISED NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the Circular of the Company dated 25 April 2014 which contains, among other matters, information of the re-election of Directors at the AGM. Unless otherwise stated, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

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## LETTER FROM THE BOARD

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The Company announced on 7 July 2014 that Mr. Leung King Yue, Alex, Mr. Leong Chi Wai, Mr. Lewis Chan, Ms. Chan Pui Kwan, Mr. Ma Chun Fai, Mr. Lo Chi Ming and Mr. Jochum Siebren Haakma (the “**New Directors**”) have been appointed as Directors. In accordance with the Article 87(3), each of the New Directors will retire at the next general meeting of the Company and, being eligible, will offer himself or herself for re-election.

Moreover, on 29 July 2014, Mr. Tung Tat Wah and Mr. Lee Ming Ching Stephen have resigned as Directors. Accordingly, Mr. Tung Tat Wah and Mr. Lee Ming Ching Stephen will not offer themselves for re-election at the Adjourned AGM.

On 4 August 2014, the Company also announced the proposed change of the name of the Company from “Incutech Investments Limited” to “DT Capital Limited” in English and adopt a Chinese name as “鼎立資本有限公司” (the “**Change of Company Name**”).

On 7 August 2014, the Company received a letter from the existing auditors of the Company, W.H. Tang & Partners CPA Limited, informing the Company that it will not offer itself for re-appointment as the auditors of the Company at the Adjourned AGM. The Board has resolved, with the recommendation from the audit committee of the Company, to propose the appointment of Li, Tang, Chen & Co. as the new auditors of the Company to fill the vacancy immediately following the retirement of W.H. Tang & Partners CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval by Shareholders at the Adjourned AGM.

The purpose of this supplemental circular is to provide you with further information relating to (i) the re-election of Directors; (ii) the appointment of auditors; (iii) the proposed Change of Company Name; and (iv) to give you the revised notice of the AGM and the Second Proxy Form.

### **(I) PROPOSED RE-ELECTION OF DIRECTORS**

The Board has appointed Mr. Leung King Yue, Alex, Mr. Leong Chi Wai and Mr. Lewis Chan as executive Directors, Ms. Chan Pui Kwan and Mr. Ma Chun Fai as non-executive Directors, Mr. Lo Chi Ming and Mr. Jochum Siebren Haakma as independent non-executive Directors with effect from 7 July 2014, details of which were contained in the announcement of the Company dated 7 July 2014.

According to Article 87(3), any Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company. However, a retiring Director shall be eligible for re-election. Being eligible, each of the new Directors would offer himself or herself for re-election as an executive Director, a non-executive Director or an independent non-executive Director (as the case maybe).

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## LETTER FROM THE BOARD

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### Information on each of the New Directors

#### *Mr. Alex, Leung King Yue (“Mr. Leung”)*

Mr. Leung, aged 37, has 14 years of experience in financial services sector including three years investment banking experience and ten years of experience in private equity investment and asset management. Mr. Leung is a Responsible Officer of two asset management companies, namely JK Capital Management Limited (formerly known as MYM Capital Limited) and Asian Asset Management Limited.

Mr. Leung was also an executive director of Mastermind Capital Limited (formerly known as Apex Capital Limited, stock code: 905) from March 2007 to May 2010, and UBA Investments Limited from July 2007 to December 2008 (stock code: 768), both of which are listed on the Main Board of the Stock Exchange. He was also an executive director of Viva China Holdings Limited (formerly known as Greater China Technology Group Limited and Coolpoint Energy Limited, stock code: 8032), which is a company listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange from July 2008 to June 2010.

Mr. Leung was an independent non-executive director of First Natural Foods Holdings Limited (“**First Natural Foods**”, subsequently renamed as Imperial Pacific International Holdings Limited, stock code: 1076) from December 2008 to November 2013, a company listed on the Main Board of the Stock Exchange. During Mr. Leung’s term of appointment as an independent non-executive director, First Natural Foods was at the relevant time principally engaged in the processing and trading a broad array of agricultural and marine food products. Joint and several provisional liquidators were appointed for First Natural Foods on 7 January 2009, and it had undergone a creditor’s scheme of arrangement in accordance with section 166 of the Companies Ordinance (the then Cap 32 of Laws of Hong Kong) which was announced on 27 March 2012. Such scheme was sanctioned by the Hong Kong Court and the Bermuda Court on 16 May 2012 and 18 May 2012 respectively. The provisional liquidators were subsequently discharged on 4 September 2012 and the trading of the shares of First Natural Foods on the Stock Exchange resumed on 6 September 2012.

Mr. Leung subsequently resigned as an independent non-executive director on 21 November 2013. Mr. Leung graduated from University of Melbourne in Australia in 1999 with a bachelor degree in commerce specialising in Economics and Finance. He is a Chartered Financial Analyst of the United States of America since 2003. Mr. Leung is licensed under the SFO as a Responsible Officer to carry out Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities.

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## LETTER FROM THE BOARD

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As at 7 August 2014, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein (the “**Latest Practicable Date**”), Mr. Leung has not entered into any service contract with the Company. Mr. Leung is interested in the entire issued share capital of Hugo Lucky Limited, which in turn is beneficially interested in 987,500,000 Shares.

***Mr. Leong Chi Wai (“Mr. Leong”)***

Mr. Leong, aged 38, has over 16 years of experience in corporate finance, asset management, direct investments and property investments and developments. He is also licensed under the Estate Agents Authority. Mr. Leong is a director and responsible officer of Hua Yu Investment Management Limited, the investment manager of the Company since March 2009 to present. He was appointed as an executive director of Mastermind Capital Limited (formerly known as Apex Capital Limited, stock code: 905), from March 2007 to May 2010. Mr. Leong joined Yu Ming Investment Management Limited (“**Yu Ming**”) in July 1997 and was appointed as a responsible officer from May 2008 to February 2010.

Yu Ming is the investment manager of SHK Hong Kong Industries Limited (stock code: 666). Mr. Leong was appointed as an executive director of Viva China Holdings Limited (formerly known as Greater China Technology Group Limited and Coolpoint Energy Limited, stock code: 8032), a company listed on the GEM of the Stock Exchange, from July 2008 to October 2009.

Mr. Leong graduated from the University of Hong Kong with a Bachelor degree in Business Administration (Accounting and Finance). He is licensed under the SFO to carry out Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) as a representative since 2003 and as a Responsible Officer since May 2008 to present. He was also licensed to carry out Type 1 (Dealing in Securities) from May 2008 to February 2010.

As at the Latest Practicable Date, Mr. Leong has not entered into any service contract with the Company.

***Mr. Lewis Chan (“Mr. Chan”)***

Mr. Chan, aged 43, has over 14 years of experience in portfolio management and investment research. He is the Managing Partner and a Responsible Officer since 2004 at MaunaKai Capital Partners (Hong Kong) Limited.

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## LETTER FROM THE BOARD

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Mr. Chan is also a co-founder of Symbior Energy, an alternative energy incubation company with distributed solar power pipeline in Thailand and feedstock supply chain business in China. Mr. Chan was formerly assistant professor of finance during 2000 to 2004 and adjunct associate professor of finance from 2004 to 2006 at Hong Kong University of Science and Technology. He was also an advisor during 2009 to 2013 to North Yard Economics, a non-profit consultancy to developing countries.

Mr. Chan was a winner of the Fama-DFA Prize of the Best Papers published in 2003 in the Journal of Financial Economics. He is also a research fellow at The China Center for Financial Research at Tsinghua University, and a member of the Admissions, Budgets and Allocations Committee, the Community Chest of Hong Kong. Mr. Chan received his Ph.D. in economics from Harvard University, specializing in financial economics and quantitative methods. He received a Master degree from Columbia University and a Bachelor of Arts degree from the University of Chicago, both in economics. He is licensed under the SFO as responsible officer to carry out Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities.

As at the Latest Practicable Date, Mr. Chan has not entered into any service contract with the Company.

### *Mr. Ma Chun Fai (“Mr. Ma”)*

Mr. Ma, aged 43, has over 12 years of experience in private equity investment and is currently the investment director of Delta-Think (HK) Ltd, which provides advices to corporations for business expansion in public and private sectors. Mr. Ma is the founding partner and business development director of JL Advisory (Shanghai) Co., Ltd since 2008 and a director of Sinko Investment Limited since 2001. He was involved in a number of investment projects in Hong Kong, the PRC and Singapore, including (i) a bio-tech project that involves co-investment with a listed company in Hong Kong; (ii) an advanced IT platform company in Singapore; and (iii) real estate projects in the PRC and Indonesia.

Mr. Ma holds a bachelor degree in Management Science from London School of Economics and Political Science in the United Kingdom in 1993.

As at the Latest Practicable Date, Mr. Ma has not entered into any service contract with the Company. As at the Latest Practicable Date, Mr. Ma is deemed to be interested in 427,500,000 Shares through his spouse, Ms. Wisery, Ho Hoi Yee (“**Ms. Ho**”) under the SFO. Ms. Ho is interested in approximately 66.6% of the issued share capital of Long Surplus International Limited, which in turn is interested in 50% of the issued share capital of Sharp Years Limited (which together with Hugo Lucky Limited, the “**Offerors**”), a substantial Shareholder as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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### *Ms. Chan Pui Kwan (“Ms. Chan”)*

Ms. Chan, aged 47, was a corporate banker with more than 10 years of experience and had worked in several prominent European banks, including Rabobank, ABN AMRO, Fortis and established the European desk for these banks to provide support to European companies expanding into China. During the period, she was Head of European Banking of the Fortis Bank, Hong Kong, and oversaw corporate financing of European based companies.

In 2002, Ms. Chan started her own company SINOVA to provide advice and support to investors entering into the PRC market, employing over 40 professionals with offices in three countries.

In 2010, Dutch based financial group ANT acquired SINOVA and Ms. Chan remained as Chief Executive Officer of SINOVA till September 2012. During the period Ms. Chan was with SINOVA, she provided a number of direct investment advices for projects in China to her customers in Europe and gained expertise in China’s investment environment and related issues.

She is currently the founder and Chief Executive Officer of Delta-Think (HK) Ltd, which provides advices to corporations for business expansion in public and private sectors; and the founder and Vice Chairman of HT Strategy Ltd, which provides business strategy advisory and financial management service in Hong Kong, PRC, Europe and other emerging markets. Ms. Chan is also the founder and chairwoman of China Business Club which is a networking organisation for decision makers of corporations in the Netherlands with an aim to help companies develop and grow their business in the PRC.

Ms. Chan received numerous awards in China and Hong Kong. In 2010, she was awarded “China’s Economy Industry Promotion Person of the Year Award” from Xinhua Economic Information Daily of Xinhua News Agency and China International Center for Economic and Technical Exchanges of Ministry of Commerce of the PRC. At the same year, she was also selected as one of “China’s 100 Outstanding Female Entrepreneurs” (中國百名傑出女企業家) by the China Association of Women Entrepreneurs. In 2006, she was awarded Hong Kong’s “Shooting Star” in the Cathay Pacific China Trade Awards in the Netherlands.

Ms. Chan has been active in the community services and holds advisory positions in various institutions, including the Hong Kong General Chamber of Commerce, Dutch Chamber in Hong Kong, the Shenzhen Association of Trade in Service and the Economic Development Board of Rotterdam in the Netherlands.



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## LETTER FROM THE BOARD

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Ms. Chan graduated from Rotterdam Business School with a bachelor degree in banking and insurance in 1991. As at the Latest Practicable Date, Ms. Chan beneficially owns 70% of Fame Image Limited, which in turn owns 50% of the issued share capital of Sharp Years Limited which is beneficially interested in 427,500,000 Shares.

As at the Latest Practicable Date, Ms. Chan has not entered into any service contract with the Company.

***Mr. Lo Chi Ming (“Mr. Lo”)***

Mr. Lo, aged 49, is a solicitor of the High Court of Hong Kong with over 18 years of experience in private practice. Mr. Lo is currently a consultant at Messers Wat & Co., Solicitors and possessed 6 years of experience in the banking sector and was elected as an Associate of the Chartered Institute of Bankers.

Mr. Lo was an independent non-executive director of China Investment and Finance Group Limited from October 2010 to April 2014, a company listed on the Main Board of the Stock Exchange (Stock code: 1226).

Mr. Lo holds a Bachelor of Social Sciences degree and Postgraduate Certificate in Laws from the University of Hong Kong and a diploma in Chinese Laws from the SouthWest University of Political Science & Law in the PRC. As at the Latest Practicable Date, Mr. Lo has not entered into any service contract with the Company.

***Mr. Jochum Siebren Haakma (“Mr. Haakma”)***

Mr. Haakam, aged 64, is the Global Director of Business Development of the TMF Group BV in Amsterdam since 2007, TMF Group BV is a provider of high-end administrative outsourcing services to international companies worldwide with more than 130 wholly owned offices in over 80 countries. He was appointed Director of the Netherlands Foreign Investment Agency (NFIA) within the Ministry of Economic Affairs in The Hague in 2006. NFIA is responsible for attracting foreign direct investments to the Netherlands. In 2002, he was appointed Consul General of the Kingdom of the Netherlands in Shanghai, also responsible for Jiangsu, Zhejiang and Anhui Provinces and was a member of the Advisory Board of the Benelux Business Association and founder of the prestigious CEO Lunch Club consisting of the CEO’s in China of the Dutch listed companies in the Netherlands.

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## LETTER FROM THE BOARD

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From 1997 until 2002, Mr. Haakma was the Consul General of the Kingdom of the Netherlands in Hong Kong and Macau and the Chairman of the Advisory Board of the Dutch Business Association in Hong Kong. In 1993, he was the Managing Director of the Centre for the Promotion of Imports from Developing Countries in Rotterdam, which is an agency under the Ministry of Foreign Affairs of the Netherlands. In 1989, he became the Director of the Indonesian Netherlands Association, he was appointed as representative of the Port and City of Rotterdam and the President of the Indonesian Forum of national and bilateral Chambers of Commerce.

Mr. Haakma was appointed as Commercial Counsellor and Head of the Economic Section at the Royal Netherlands Embassy in Jakarta in 1986. He has also worked in embassies in Rome, Lusaka and Bonn. Mr. Haakma is currently an advisory board member of the Cathay Pacific China Trade Award and numerous institutions and organisations with a Far East link. He has been appointed in April 2008 to Chairman of the Board of The Netherlands Council for Trade Promotion and in June 2008 to Chairman of The China Working Group of the Holland Financial Centre. Furthermore, he is also member of the International Steering Committee of Nyenrode University and is the former Chief Advisor Public Affairs European Region for Huawei Technologies Co., Ltd., one of the biggest telecom infrastructure suppliers in the world.

Mr. Haakma holds a law degree from the University of Utrecht in the Netherlands. He received an honorary Doctorate Degree of the European University in Barcelona in Spain.

As at the Latest Practicable Date, Mr. Haakma has not entered into any service contract with the Company.

Save as disclosed above, each of Mr. Leung, Mr. Leong, Mr. Chan, Mr. Ma, Ms. Chan, Mr. Lo and Mr. Haakma did not have any interest in the Shares or underlying Shares in the Company within the meaning of Part XV of the SFO or hold any directorship in other listed companies in the last three years or any other major appointments or qualifications, or have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed herein, the Board is not aware of any other matters or information relating to each of Mr. Leung, Mr. Leong, Mr. Chan, Mr. Ma, Ms. Chan, Mr. Lo and Mr. Haakma that needs to be brought to the attention of the holders of securities of the Company in respect of their re-election nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

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## LETTER FROM THE BOARD

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### (II) APPOINTMENT OF AUDITORS

On 7 August 2014, the Company received a letter from the existing auditors of the Company, W.H. Tang & Partners CPA Limited, informing the Company that as it is unable to agree on the audit fee for the year ended 31 December 2014 with the Company, and will resign as the auditors of the Company with effect from the conclusion of the Adjourned AGM and will not offer itself for re-appointment. As such, W.H. Tang & Partners CPA Limited will retire as the auditors of the Company upon conclusion of the Adjourned AGM.

W.H. Tang & Partners CPA Limited has confirmed to the Company that there were no matters connected with its decision of resignation and retirement that needed to be brought to the attention of the Shareholders. The Board has confirmed that it was not aware of any matters in relation to the retirement of W.H. Tang & Partners CPA Limited should be brought to the attention of the Shareholders. The Board and its audit committee have also confirmed that there is no disagreement between the Company and W.H. Tang & Partners CPA Limited.

W.H. Tang & Partners CPA Limited has not commenced the review of the interim results of the Group for the six months ending 30 June 2014. No audit work has been commenced by W.H. Tang & Partners CPA Limited in respect of the audit of the Group's financial statements for the year ending 31 December 2014.

The Company sought cost quotation from Li, Tang, Chen & Co. and it was selected to be proposed for filling the vacancy concerned. Accordingly, the Board has resolved, with the recommendation from the audit committee of the Company, to propose the appointment of Li, Tang, Chen & Co. as the new auditors of the Company to fill the vacancy immediately following the retirement of W.H. Tang & Partners CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval by Shareholders at the Adjourned AGM. An ordinary resolutions will be proposed at the Adjourned AGM for the Shareholders to consider, and if though fit, appoint Li, Tang, Chen & Co. as the auditors of the Company. The Board is of the view that this proposed appointment is in the best interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### (III) PROPOSED CHANGE OF COMPANY NAME

On 4 August 2014, the Board announced that it proposed to change the English name of the Company from “Incutech Investments Limited” to “DT Capital Limited” and adopt a Chinese name of the Company as “鼎立資本有限公司”.

#### **Reasons for the Change of Company Name**

The Board considers that the Change of Company Name will benefit the Company’s future development. Following the completion of the Company’s mandatory unconditional cash offer for all the issued Shares (other than those already acquired by or agreed to be acquired by the Sharp Years Limited and Hugo Lucky Limited (the “Offerors”) and parties acting in concert with any of them) and the acquisition of the controlling interests by the Offerors, the Board considers that the proposed new names of the Company provide a more accurate reflection of the Company’s corporate identity and the Change of Company Name is in the interests of the Company and its Shareholders as a whole.

#### **Conditions of the Change of Company Name**

The Change of Company Name is subject to:

- (a) the passing of a special resolution by the Shareholders to approve the Change of the Company Name at the Adjourned AGM; and
- (b) the Registrar of Companies of the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the effective date of the Change of Company Name will be the date of entry of the new names of the Company on the register maintained by the Registrar of Companies of the Cayman Islands. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

#### **Effects of the Change of Company Name**

The Change of Company Name will not affect any rights of the holders of securities of the Company. All existing share certificates in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificate will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of securities for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new certificates of securities will be issued only in the new name of the Company.

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## LETTER FROM THE BOARD

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Further announcement(s) will be made by the Company to inform the Shareholders of the results of the Adjourned AGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the shares of the Company on the Stock Exchange.

### **(IV) ADJOURNMENT OF THE ANNUAL GENERAL MEETING**

Pursuant to the requirement under Rule 13.73 of the Listing Rules, not less than 10 business days' notice shall be given to the Shareholders for them to consider the information contained in this supplemental circular. Moreover, since the Change of Company Name requires the approval of a special resolution by the Shareholders, and in accordance with the Articles, a notice of general meeting containing a special resolution shall be given with not less than twenty-one (21) clear days, in this respect, the AGM is adjourned from 31 July 2014 to 2 September 2014.

### **REVISED NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM**

Since both the notice of the AGM and form of proxy ("**First Proxy Form**") sent together with the Circular do not contain the proposed resolutions for the re-election of each of the New Director and the proposed resolution for the Change of Name of the Company, as well as contained the proposed resolutions in relation to the re-election of the resigned Directors which are outdated as at the Latest Practicable Date, the revised notice of AGM has been set out on pages 14 to 20 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular.

Whether or not you intend to attend the Adjourned AGM, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Adjourned AGM or any adjournment thereof.

Special arrangements about completion and submission of the Second Proxy Form are also set out in the Appendix to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the Adjourned AGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the First Proxy Form and/or Second Proxy Form will not preclude you from attending and voting in person at the Adjourned AGM or adjournment thereof in person if you so wish.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of each of the New Directors as the executive Director, non-executive Director and independent non-executive Director (as the case maybe), as well as the appointment of Li, Tang, Chen & Co as the new auditors of the Company, and the proposed Change of Company Name, as set out in this supplemental circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all resolutions to be proposed at the Adjourned AGM.

### RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Adjourned AGM.

### MISCELLANEOUS

The English text of this supplemental circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of the Board of  
**Incutech Investments Limited**  
**Leung King Yue, Alex**  
*Executive Director*

**SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE SECOND PROXY FORM**

A Shareholder who has not yet lodged with the Company's branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, the first proxy form accompanying the Circular (the "**First Proxy Form**"), is requested to lodge the Second Proxy Form if it/he/she wishes to appoint proxy/proxies to attend the Adjourned AGM on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar should note that:

- (i) **If no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form will be treated as a valid proxy form lodged by it/him/her if correctly completed.** The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the Adjourned AGM (other than those referred to in the notice convening the AGM dated 25 April 2014 and the First Proxy Form) including the resolutions for the re-election of Director to be set out in the supplemental notice of the Adjourned AGM.
- (ii) **If the Second Proxy Form is lodged with the Company's branch share registrar 48 hours prior to the revised time appointed for holding the Adjourned AGM (the "Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by it/him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
- (iii) **If the Second Proxy Form is lodged with the Company's branch share registrar after the Closing Time, the proxy appointment under the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy/proxies (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time.** If such Shareholders wish to vote at the Adjourned AGM, they will have to attend in person and vote at the Adjourned AGM themselves.

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## REVISED NOTICE OF AGM

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### **Incutech Investments Limited**

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

**(Stock code: 356)**

#### **REVISED NOTICE OF ANNUAL GENERAL MEETING**

**REVISED NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Adjourned AGM**”) 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, 2 September 2014 at 11:00 a.m., for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. to receive and consider the audited consolidated financial statements and reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2013;
2.
  - (a) to re-elect Mr. Leung King Yue, Alex as executive Director;
  - (b) to re-elect Mr. Leong Chi Wai as executive Director;
  - (c) to re-elect Mr. Lewis Chan as executive Director;
  - (d) to re-elect Ms. Chan Pui Kwan as non-executive Director;
  - (e) to re-elect Mr. Ma Chun Fai as non-executive Director;
  - (f) to re-elect Mr. Lo Chi Ming as independent non-executive Director;
  - (g) to re-elect Mr. Jochum Siebren Haakma as independent non-executive Director;  
and
  - (h) to authorize the board of Directors to fix the remuneration of Directors;
3. to appoint Li, Tang, Chen & Co, as the auditors and to authorise the board of Directors to fix their remuneration;



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4. to consider as special business and, if thought fit, passing the following resolutions, with or without amendment, as ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

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and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable laws of Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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5. “**THAT:**
- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable law of Cayman Islands to be held; and
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

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### SPECIAL RESOLUTION

7. “**THAT** subject to and conditional upon the approval of the Registrar of Companies of Cayman Islands being obtained, the name of the Company be and is hereby changed from “Incutech Investments Limited” to “DT Capital Limited” (in English) and “鼎立資本有限公司” (in Chinese) with effect from the date of entry of the new English and Chinese names of the Company on the register maintained by the Registrar of Companies in the Cayman Islands, and any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents for the purpose of, or in connection with, the implementation of and giving effect to the change of the Company name and the transactions ancillary thereto and of administrative nature which he/she/they consider necessary, desirable or expedient.”

Yours faithfully

For and on behalf of the Board of  
**Incutech Investments Limited**  
**Leung King Yue, Alex**  
*Executive Director*

Hong Kong, 8 August 2014

*Registered office:*

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Room 2608, 26/F  
CC Wu Building  
No. 302-308 Hennessy Road  
Wanchai  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Adjourned AGM is entitled to appoint one or more proxy or proxies to attend and, subject to the provisions of the Articles, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Adjourned AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

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2. A form of proxy for use at the Adjourned AGM is enclosed with this supplemental circular and such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkex.com.hk](http://www.hkex.com.hk). In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Adjourned AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Adjourned AGM or any adjournment thereof, should he so wish.
3. In the case of joint holders of Shares, any one of such holders may vote at the Adjourned AGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Adjourned AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. Also in respect of the proposed Resolution 2 stated above, pursuant to Article 87(3), each of the Director appointed on 7 July 2014 shall retire at the Adjourned AGM, and being eligible, they shall offer themselves for re-election. Details of the Directors proposed to be re-elected at the Adjourned AGM are set out in this supplemental circular.
5. In respect of the proposed Resolution 4 stated above, the Directors wish to state that they have no immediate plans to issue new Shares other than the new Shares to be issued upon the exercise of subscription rights of options granted under the share option scheme of the Company, if any.
6. In respect of the proposed Resolution 5 stated above, the Directors wish to state that they will exercise the power conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefits of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on this Resolution as required by the Listing Rules is included in Appendix I to the circular of the Company dated 25 April 2014.
7. A Shareholder who has not yet lodged with the Company's branch share registrar the first proxy form accompanying the circular of the Company dated 25 April 2014 (the "**First Proxy Form**") is requested to lodge the second proxy form accompanying in the supplemental circular of the Company dated 8 August 2014 (the "**Second Proxy Form**") if it/he/she wishes to appoint proxy/proxies to attend the Adjourned AGM on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar should note that:

- (i) **If no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form will be treated as a valid proxy form lodged by it/him/her if correctly completed.** The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the Adjourned AGM (other than those referred to in the notice convening the AGM dated 25 April 2014 and the First Proxy Form) including the resolutions for the re-election of Director to be set out in the supplemental notice of the Adjourned AGM.

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- (ii) If the Second Proxy Form is lodged with the Company's branch share registrar 48 hours prior to the revised time appointed for holding the Adjourned AGM (the "**Closing Time**"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by it/him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
  
- (iii) If the Second Proxy Form is lodged with the Company's branch share registrar after the Closing Time, the proxy appointment under the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy/proxies (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such Shareholders wish to vote at the Adjourned AGM, they will have to attend in person and vote at the Adjourned AGM themselves.

Shareholders who have appointed or intend to appoint proxy/proxies to attend the Adjourned AGM are requested to pay attention to the special arrangements set out above.