



Incutech Investments Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 356)

SECOND FORM OF PROXY FOR THE ADJOURNED ANNUAL GENERAL MEETING

I/We, _____ of _____ being the registered holder(s) of _____ shares (see note 1) of HK\$0.01 each in the share capital of Incutech Investments Limited (the "Company") hereby appoint the Chairman of the Meeting or (see note 2) _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the adjourned annual general meeting (the "Meeting"), 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., and at any adjournment thereof, on the undermentioned resolutions referred to in the notice convening the Meeting (see note 3), or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For	Against
1.	To receive and approve the audited consolidated financial statements and the 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		
3.	To appoint Li, Tang, Chen & Co. as the Company's auditors and authorise the board of Directors to fix their remuneration		
	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Company's shares (the "Shares")		
5.	To grant the general mandate to the Directors to repurchase the Shares		
6.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 4		
Special Resolution		For	Against
7.	To approve the Change of Company Name		

SIGNATURE(S) (see notes 4, 5 and 6) _____

FULL NAME(S) (in block capital) _____

ADDRESS _____

DATED THIS _____ DAY OF _____ 2014

Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If you wish to appoint another person as proxy (who need not be a member of the Company), please delete the words "chairman of the Meeting or" and insert the name and address of that other person. Any alteration made to this second form of proxy must be initialled by the person who signs it.
- Please indicate with a "✓" in the appropriate space how you wish the proxy to vote on your behalf. In the absence of any such indication you will be deemed to have authorised him to vote or to abstain from voting at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This second form of proxy must be signed by the shareholder or his attorney or, if the shareholder is a corporation, be under seal or signed by a duly authorised officer or attorney.
- In the case of joint registered holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- In order to be valid, this second form of proxy and any power of authority (if any) under which it is signed or a certified copy of that power of authority must be deposited with 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 Meeting or adjourned meeting.
- Completion and return of this second form of proxy will not preclude you from attending in person and voting at the Meeting.
- 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:
 - 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.
 - 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.
 - 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.