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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, Craigenower 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;

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),

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).”

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.”

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

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Cayman Islands

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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.
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. 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 the supplemental circular of the Company dated 8 August 2014.
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.
- (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.

As at the date of this notice, the Board comprises of 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. Kwok Ming Fai, Mr. Lo Chi Ming and Mr. Jochum Siebren Haakma as independent non-executive Directors.