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INCUTECH INVESTMENTS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

RESULTS OF OPEN OFFER OF 427,500,000 OPEN OFFER SHARES ON THE BASIS OF FIFTEEN OPEN OFFER SHARES FOR EVERY TWO SHARES HELD ON THE RECORD DATE

Financial adviser



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

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that as at 4:00 p.m. on Friday, 22 August 2014, being the Latest time for acceptance of and payment for the Open Offer Shares:

- (a) a total of 509 valid acceptances of the assured allotment have been received for a total of 66,232,545 Open Offer Shares, representing approximately 15.49% of the total number of the Open Offer Shares available for subscription under the Open Offer; and
- (b) a total of 813 valid acceptances for the excess Open Offer Shares were received for a total of 20,033,963,913 Open Offer Shares, representing approximately 46.86 times of the total number of the Open Offer Shares available for subscription under the Open Offer.

In aggregate, 1,322 valid applications in respect of a total of 20,100,196,458 Open Offer Shares, representing approximately 47.02 times of the total number of the Open Offer Shares available for subscription under the Open Offer, have been received. Accordingly, the Open Offer was over-subscribed by 19,672,696,458 Open Offer Shares.

UNDERWRITING AGREEMENT

All of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated by the Underwriters on or before the Latest Time for Termination. Accordingly, the Open Offer became unconditional at 6:00 p.m. on Wednesday, 27 August 2014.

As a result of the over-subscription of the Open Offer Shares, the Underwriters' obligations in respect of the subscription of the Open Offer Shares not taken up and related obligations arising thereto under the Underwriting Agreement have been discharged.

EXCESS APPLICATION

The Company has received 813 valid applications for a total of 20,033,963,913 Open Offer Shares applied for way of excess. The Board has resolved to issue and allot an aggregate of 361,267,455 Open Offer Shares available for excess applications on a fair and equitable basis.

The excess Open Offer Shares will be allocated to those Qualifying Shareholders who have successfully applied for excess Open Offer Shares on a pro-rata basis by using the number of the excess Open Offer Shares applied for by each Qualifying Shareholder divided by total remaining excess Open Offer Shares available.

DESPATCH OF CERTIFICATES AND COMMENCEMENT OF DEALINGS IN THE OPEN OFFER SHARES

The share certificates for the fully-paid Open Offer Shares in respect of the valid acceptances of the Open Offer Shares under assured allotment and the successful applications for excess Open Offer Shares; and refund cheques in respect of the unsuccessful applications for the excess Open Offer Shares will be despatched to those relevant Shareholders by ordinary post on Monday, 1 September 2014 at their own risk.

Dealings in the Open Offer Shares will commence upon Resumption, which is currently expected to be on 10 September 2014 (subject to approval by the Stock Exchange).

RESTORATION OF PUBLIC FLOAT

After close of the Open Offer, there are 484,500,000 Shares held by the public Shareholders, representing approximately 25.51% of the issued share capital of the Company as at the date of this Announcement. However, the Directors noted that 311,316,645 Open Offer Shares representing approximately 16.39% of the issued share capital of the Company as at the date of this announcement were allocated to applicant(s) who applied through licensed securities dealer/registered institution in securities/custodian bank via HKSCC Nominees Limited. The Company is currently in the process of ascertaining the ultimate beneficial owners of such applicant(s), which may have an effect on the public float of the Company.

Further announcement(s) will be made by the Company as and when appropriate.

Reference is made to the open offer prospectus of Incutech Investments Limited (the “**Company**”) dated 7 August 2014 (the “**Open Offer Prospectus**”). Unless otherwise stated, capitalized terms used herein shall bear the same meanings as defined in the Open Offer Prospectus.

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that as at 4:00 p.m. on Friday, 22 August 2014, being the Latest time for acceptance of and payment for the Open Offer Shares:

- (a) a total of 509 valid acceptances of the assured allotment have been received for a total of 66,232,545 Open Offer Shares, representing approximately 15.49% of the total number of the Open Offer Shares available for subscription under the Open Offer; and
- (b) a total of 813 valid acceptances for the excess Open Offer Shares were received for a total of 20,033,963,913 Open Offer Shares, representing approximately 46.86 times of the total number of the Open Offer Shares available for subscription under the Open Offer.

In aggregate, 1,322 valid applications in respect of a total of 20,100,196,458 Open Offer Shares, representing approximately 47.02 times of the total number of the Open Offer Shares available for subscription under the Open Offer, have been received. Accordingly, the Open Offer was over-subscribed by 19,672,696,458 Open Offer Shares.

UNDERWRITING AGREEMENT

All of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated by the Underwriters on or before the Latest Time for Termination. Accordingly, the Open Offer became unconditional at 6:00 p.m. on Wednesday, 27 August 2014.

As a result of the over-subscription of the Open Offer Shares, the Underwriters’ obligations in respect of the subscription of the Open Offer Shares not taken up and related obligations arising thereto under the Underwriting Agreement have been discharged.

EXCESS APPLICATION

The Company has received 813 valid applications for a total of 20,033,963,913 Open Offer Shares applied for way of excess. The Board has resolved to issue and allot an aggregate of 361,267,455 Open Offer Shares available for successful excess applications on a fair and equitable basis.

The excess Open Offer Shares will be allocated to those Qualifying Shareholders who have successfully applied for excess Open Offer Shares on a pro-rata basis by using the number of the excess Open Offer Shares applied for by each Qualifying Shareholder divided by total remaining excess Open Offer Shares available.

The allotment results in respect of the excess Open Offer Shares are set out as follows:

Number of excess Open Offer Shares applied for	Number of valid excess applications	Total number of excess Open Offer Shares applied for	Total number of Open Offer Shares allotted	Approximately percentage of allocation based on the total number of excess Open Offer Shares applied for
9,999-17,263,928,111	813	20,033,963,913	361,267,455	1.8%

DESPATCH OF CERTIFICATES AND COMMENCEMENT OF DEALINGS IN THE OPEN OFFER SHARES

The share certificates for the fully-paid Open Offer Shares in respect of the valid acceptances of the Open Offer Shares under assured allotment and the successful applications for excess Open Offer Shares; and refund cheques in respect of the unsuccessful applications for the excess Open Offer Shares will be despatched to those relevant Shareholders by ordinary post on Monday, 1 September 2014 at their own risk.

Dealings in the Open Offer Shares will commence upon Resumption, which is currently expected to be on 10 September 2014 (subject to approval by the Stock Exchange).

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after completion of the Open Offer is set out below:

Shareholders	As at the date of this announcement and immediately prior to completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>
Sharp Years Limited	427,500,000	29.04%	427,500,000	22.50%
Hugo Lucky Limited	987,500,000	67.09%	987,500,000	51.99%
Subtotal	1,415,000,000	96.13%	1,415,000,000	74.49%
Other public Shareholders	57,000,000	3.87%	484,500,000	25.51%
Total	<u>1,472,000,000</u>	<u>100.00%</u>	<u>1,899,500,000</u>	<u>100.00%</u>

RESTORATION OF PUBLIC FLOAT

After close of the Open Offer, as Qualifying Shareholders take up their entitlements under the Open Offer or applied for Open Offer Shares by way of excess, there are 484,500,000 Shares held by the public Shareholders, representing approximately 25.51% of the issued share capital of the Company as at the date of this Announcement.

However, the Directors noted that 311,316,645 Open Offer Shares representing approximately 16.39% of the issued share capital of the Company as at the date of this announcement were allocated to applicant(s) who applied through licensed securities dealer/registered institution in securities/custodian bank via HKSCC Nominees Limited. The Company is currently in the process of ascertaining the ultimate beneficial owners of such applicant(s), which may have an effect on the public float of the Company.

Further announcement(s) will be made by the Company as and when appropriate.

By order of the Board
Incutech Investments Limited
Leung King Yue, Alex
Executive Director

Hong Kong, 29 August 2014

As at the date of this announcement, the Board is comprised of Mr. Alex, Leung King Yue, Mr. Leong Chi Wai and Mr. Lewis Chan as executive Directors; Mr. Ma Chun Fai and Ms. Chan Pui Kwan as non-executive Directors; Mr. Kwok Ming Fai, Mr. Lo Chi Ming and Mr. Jochum Siebren Haakma as independent non-executive Directors.