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INCUTECH INVESTMENTS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

INSUFFICIENCY OF PUBLIC FLOAT AND STATUS OF RESUMPTION

Financial Adviser to the Company



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

INSUFFICIENCY OF PUBLIC FLOAT

The Company became aware that a Shareholder has acquired interests in 200,364,449 Shares, representing approximately 10.55% of the issued share capital of the Company. As a result, there are only 284,135,551 Shares, representing approximately 14.96% of the entire issued share capital of the Company held by the public (as defined in the Listing Rules) as at the date of this announcement. Accordingly, the Company cannot fulfil the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

The Board is considering various options and will take appropriate steps to restore the public float as soon as practicable.

CHANGE IN BOARD LOT SIZE AND ODD LOT MATCHING

The board lot size of the Shares will be changed from 10,000 Shares to 30,000 Shares with effect from 9:00 a.m. on Wednesday, 10 September 2014. The theoretical market value per board lot of the Shares will become HK\$3,000.

Odd lot matching service will be arranged upon Resumption.

STATUS OF RESUMPTION

As restoration of public float forms part of the Proposal, the resumption conditions are yet to be fulfilled and expected date of Resumption on 10 September 2014 will therefore be postponed. Further announcement(s) will be made by the Company when the new expected date of Resumption is determined.

Reference is made to the announcement of Incutech Investments Limited (the “**Company**”) dated 29 August 2014 in relation to the results of the Open Offer (the “**Announcement**”). Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Announcement.

Pursuant to the Announcement, after close of the Open Offer, the Directors noted that out of the 484,500,000 Shares held by the public Shareholders, 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 became aware that based on the notice filed by Mr. Ho Sai Lon Mark (“**Mr. Ho**”) to the Stock Exchange pursuant to the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) on 3 September 2014 and posted on the Stock Exchange’s website on or around 5 September 2014, Mr. Ho has acquired interests in 200,364,449 Shares, representing approximately 10.55% of the issued share capital of the Company as at the date of this announcement.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, Mr. Ho is a third party independent of the Company and its connected persons. Mr. Ho has no representative on the Board.

The shareholding structure of the Company as at the date of this announcement is as follows:

Shareholders	Number of Shares	Approximate percentage of total interest in issued share capital of the Company
Sharp Years Limited	427,500,000	22.50%
Hugo Lucky Limited	987,500,000	51.99%
<i>Subtotal</i>	1,415,000,000	74.49%
Ho Sai Lon Mark	200,364,449	10.55%
Public Shareholders	284,135,551	14.96%
<i>Total</i>	<u>1,899,500,000</u>	<u>100.00%</u>

INSUFFICIENCY OF PUBLIC FLOAT

As Mr. Ho owns more than 10% of the entire issued share capital of the Company, he becomes a substantial shareholder (as defined in the Listing Rules) and accordingly, he is not considered as a public Shareholder. As such, there are only 284,135,551 Shares, representing approximately 14.96% of the entire issued share capital of the Company held by the public (as defined in the Listing Rules) as at the date of the announcement. Accordingly, the Company cannot fulfil the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

The Board is considering various options and will take appropriate steps to restore the public float as soon as practicable. Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate.

CHANGE IN BOARD LOT SIZE AND ODD LOT MATCHING

The board lot size of the Shares will be changed from 10,000 Shares to 30,000 Shares with effect from 9:00 a.m. on Wednesday, 10 September 2014. The theoretical market value per board lot of the Shares will become HK\$3,000. All existing certificates of Shares in board lot of 10,000 Shares will continue to be evidence of entitlement to the Shares and be valid for delivery, transfer, trading and settlement purposes. No new certificate of Shares for existing shareholdings will be issued as a result of the change in board lot size.

With effect from 9:00 a.m. on Wednesday, 10 September 2014, any new certificate of Shares will be issued in new board lot size of 30,000 Shares (except for odd lots or where the Shareholder(s) otherwise instruct(s)). Save and except for the change in the number of Shares for each board lot, new certificates of Shares will have the same format and colour as the existing certificates of Shares.

Odd lot matching service will be arranged upon Resumption.

STATUS OF RESUMPTION

As restoration of public float forms part of the Proposal, the resumption conditions are yet to be fulfilled and expected date of Resumption on 10 September 2014 will therefore be postponed. Further announcement(s) will be made by the Company when the new expected date of Resumption is determined.

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

Hong Kong, 8 September 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.