



# Incutech Investments Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 356)

## PROXY FORM

Form of proxy for use by the shareholders of Incutech Investments Limited (the “Company”) at the extraordinary general meeting (the “Meeting”) to be convened at Seminar Room, 1/F., Centenary Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on Tuesday, 24 June 2014 at 11:30 a.m. (or any adjournment thereof).

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_ being the holder(s) of \_\_\_\_\_ (note b) shares of HK\$0.01 each of the Company hereby appoint the chairman (the “Chairman”) of the Meeting or \_\_\_\_\_ of \_\_\_\_\_ to act as my/our proxy (note c) at 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, 24 June 2014 at 11:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve, confirm and ratify the Subscription Agreement dated 30 April 2013 (as supplemented) entered into among the Company as issuer and Sharp Years Limited and Hugo Lucky Limited as subscriber and the transaction contemplated thereunder		
2.	To approve the Increase in Authorised Capital from HK\$5,000,000 to HK\$20,000,000 by the creation of additional 1,500,000,000 shares of HK\$0.01 each of the Company		
3.	To grant the Specific Mandate for the allotment and issue of the Subscription Shares		
4.	To approve the Special Deal, details of which are set out in the circular of the Company dated 9 June 2014		
5.	To approve the Open Offer and the Underwriting Agreement dated 28 May 2014 entered into among the Company, Sharp Years Limited and Hugo Lucky Limited and the transaction contemplated thereunder including the annual caps		
6.	To approve, confirm and ratify the Previous Management Agreements and the transaction contemplated thereunder including the annual caps		
7.	To approve the New Management Agreement and the transaction contemplated thereunder including the annual caps		
8.	To approve the Corporate Finance Advisory Agreement and the transaction contemplated thereunder including the annual caps		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2014 Shareholder’s signature x \_\_\_\_\_ x (notes e, f, g and h)

### Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✗”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.