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PERFECT GALAXY INVESTMENT LIMITED

(Incorporated in the BVI with limited liability)

VOLUNTARY CONDITIONAL CASH OFFER BY AMPLE ORIENT CAPITAL LIMITED ON BEHALF OF PERFECT GALAXY INVESTMENT LIMITED TO ACQUIRE ALL ISSUED SHARES OF INCUTECH INVESTMENTS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY PERFECT GALAXY INVESTMENT LIMITED AND PARTIES ACTING IN CONCERT WITH IT)

The Offeror notified the Company on 17 October 2013 that it intends to make the Share Offer (in compliance with the Takeovers Code) through AOCL, to acquire all the Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it at the Share Offer Price of HK\$0.24 per Offer Share.

Based on the published information in respect of the Company as at the date of this announcement, the Company has 72,000,000 Shares in issue. As at the date of this announcement, the Offeror and parties acting in concert with it (i) do not own, control or have direction over any voting rights in the Company; (ii) do not hold, control or have direction over any convertible securities, warrants or options issued by the Company; (iii) have not entered into any outstanding derivative in respect of securities of the Company; and (iv) have not borrowed or lent any relevant securities (as defined under note 4 to Rule 22 of the Takeovers Code) of the Company.

ACL is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Share Offer. The Offer is to be financed by (i) the Convoy Facility of HK\$10 million granted by Convoy to the Offeror; and (ii) the First Asia Facility of HK\$8 million granted by First Asia Finance International Limited to the Offeror. The Offeror holds an indirect 49% interest in Convoy. Subject to the drawdown of the First Asia Facility, Shares which may be received by the Offeror pursuant to the Share Offer shall be used as collateral for the First Asia Facility.

The Share Offer is conditional upon valid acceptances of the Share Offer being received by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the rules of the Takeovers Code, decide) in respect of such number of Shares which would result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights in the Company.

The Share Offer Price for the Share Offer shall be payable in cash. The Offeror reserves the right to revise the terms of the Offers in accordance with the Takeovers Code.

The Share Offer may or may not become unconditional. Shareholders and investors should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the Offer Document containing, amongst other things, the terms and conditions of the Share Offer and the forms of acceptance and transfer to the Shareholders within 21 days of the date of this announcement. It is expected that such Offer Document will be issued on or before 22 November 2013.

Further announcement(s) regarding the despatch of the Offer Document will be made by the Offeror in due course.

THE SHARE OFFER

The Offeror notified the Company on 17 October 2013 that it intends to make the Share Offer (in compliance with the Takeovers Code) through AOCL, on and subject to the terms set out in the Offer Document to be despatched to the Shareholders and in the accompanying form of acceptance and transfer for the Shares, for all the Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it (being the Offer Shares). As at the date of this announcement, the Offeror and parties acting in concert with it (i) do not own, control or have direction over any voting rights in the Company; (ii) do not hold, control or have direction over any convertible securities, warrants or options issued by the Company; (iii) have not entered into any outstanding derivative in respect of securities of the Company; and (iv) have not borrowed or lent any relevant securities (as defined under note 4 to Rule 22 of the Takeovers Code) of the Company.

Principal terms of the Share Offer

AOCL, on behalf of the Offeror, will make the Share Offer in compliance with the Takeovers Code on the following basis:

For each Offer ShareHK\$0.24 in cash

Based on the published information in respect of the Company as at the date of this announcement, the Company has 72,000,000 Shares in issue. Save as disclosed above, the Offeror is not aware of any other relevant securities (as defined in note 4 to Rule 22 of the Takeovers Code) of the Company in issue as at the date of this announcement. The Offeror

or any parties acting in concert with it had not dealt in any Shares or any other securities, including warrants, options or subscription rights in respect of any equity share capital of the Company during the six months prior to the date of this announcement.

Comparisons of value

The Share Offer Price of HK\$0.24 per Offer Share represents:

- (i) a discount of approximately 50.0% to the closing price of HK\$0.48 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 50.8% to the average closing price of HK\$0.488 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 53.6% to the average closing price of HK\$0.517 per Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Day; and
- (iv) a premium of approximately HK\$0.577 over the unaudited consolidated net liabilities per Share attributable to Shareholders of approximately HK\$0.337 as at 30 June 2013.

Condition of the Share Offer

The Share Offer is conditional upon valid acceptances of the Share Offer being received by 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the rules of the Takeovers Code, decide) in respect of such number of Shares which would result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights in the Company.

The Share Offer Price for the Share Offer shall be payable in cash. The Offeror reserves the right to revise the terms of the Offers in accordance with the Takeovers Code.

The Share Offer may or may not become unconditional. Shareholders and investors should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

Highest and lowest Share prices

Based on publicly available information on the Company, trading in the Shares on the Stock Exchange has been suspended since 13 June 2008. During the six-month period preceding the date of this announcement, the highest and lowest daily closing prices of the Shares as quoted on the Stock Exchange was HK\$0.48 per Share (equivalent to the closing price on the Last Trading Day).

Total consideration for Share Offer

Based on publicly available information, there are 72,000,000 Shares in issue as at the date of this announcement. At the Share Offer Price of HK\$0.24 per Offer Share, the entire issued share capital of the Company is valued at approximately HK\$17.3 million. In the event that the Share Offer is accepted in full, the aggregate amount payable by the Offeror will be approximately HK\$17.3 million.

Financial resources available to the Offeror

ACL is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Share Offer. The Offer is to be financed by (i) a facility of HK\$10 million (the “**Convoy Facility**”) granted by Convoy Investment Services Limited (“**Convoy**”) to the Offeror; and (ii) a facility of HK\$8 million (the “**First Asia Facility**”) granted by First Asia Finance International Limited to the Offeror. The Offeror holds an indirect 49% interest in Convoy. Subject to the drawdown of the First Asia Facility, Shares which may be received by the Offeror pursuant to the Share Offer shall be used as collateral for the First Asia Facility.

Effects of accepting the Share Offer

By accepting the Share Offer, the relevant Shareholders will sell their respective Shares to the Offeror at the Share Offer Price free from all liens, charges, options, claims, equities, adverse interests, third-party rights or encumbrances whatsoever and together with all rights accruing or attaching thereto, including (without limitation) the right to receive dividends and distributions declared, made or paid, if any, on or after the date of the Offer Document.

Stamp duty

Seller’s ad valorem stamp duty payable by the Shareholders who accept the Share Offer and calculated at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) consideration payable by the Offeror in respect of the relevant acceptances of the Share Offer, whichever is higher, will be deducted from the amount payable by the Offeror to the relevant Shareholder on acceptance of the Share Offer. The Offeror will arrange for payment of the sellers’ ad valorem stamp duty on behalf of the accepting Shareholders and will pay the buyer’s ad valorem stamp duty in connection with the acceptance of the Share Offer and the transfer of the Offer Shares.

Payment

Payment in cash in respect of acceptances of the Share Offer will be made as soon as possible but in any event within seven days of the date on which (i) the relevant documents of title are received by or on behalf of the Offeror to render each such acceptance complete and valid; and (ii) when the Share Offer has become or is declared unconditional, whichever is later.

Overseas Shareholders

Shareholders who have registered addresses outside of Hong Kong and wish to accept the Share Offer should satisfy themselves as to the full observance of the applicable laws and regulations of the relevant jurisdiction in connection therewith (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer of other taxes due by such Shareholders in respect of such jurisdiction). Such Shareholders who are residents outside of Hong Kong should seek advice from their professional adviser in this regard.

INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in the BVI with limited liability and is beneficially owned as to approximately 69.4% and 30.6% by EWTK and Dr. Cheung respectively. EWTK is a company established in Australia and is beneficially owned as to 60%, 10%, 10%, 10% and 10% by Mr. Kwok, Ms. Gu, Ms. SY Kwok, Ms. SK Kwok and Mr. HY Kwok respectively. Mr. Kwok and Ms. Gu are spouses to each other while Ms. SY Kwok, Ms. SK Kwok and Mr. HY Kwok are children of Mr. Kwok and Ms. Gu. Furthermore, Dr. Cheung and Mr. Kwok are business partners. The principal business of the Offeror is investment holding. As at the date of this announcement, the directors of the Offeror are Mr. Kwok and Dr. Cheung.

Mr. Kwok is the founder of Australia China Metal Corporation Pty Ltd. which is a player in Australia's iron pipeline and infrastructure industry. He is also a director of Australia Investment and Migration Corporation which specializes in assisting overseas investors make fully informed decisions about investment prospects in Australia. He has extensive experience of over 25 years in investing and managing various businesses in mining resources, media, real estate and financial services in Australia, Hong Kong and the PRC. Mr. Kwok holds a bachelor degree in business administration from North Western University in the United States.

Dr. Cheung is a director of Bellavista Concepts Limited which is principally engaged in the retail of window coverings. He has over 25 years of experience in the management of various businesses such as information technology, education and manufacturing in Hong Kong. Dr. Cheung holds (i) a PhD degree in engineering from the University of Warwick in the United Kingdom; (ii) a master of science degree in engineering from the University of California, Berkeley in the United States; and (iii) bachelor of arts degree in applied mathematics and computer science from the University of California, Berkeley in the United States. Professionally, he is (i) a Chartered Engineer of The Engineering Council; (ii) a member of The Hong Kong Institution of Engineers; (iii) a member of The Institution of Electrical Engineers; and (iv) a Chartered Member of The British Computer Society.

As at the date of this announcement, the Offeror and parties acting in concert with it do not own, control or have direction over any Shares.

As at the date of this announcement, there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror, parties acting in concert with it and the Company which might be material to the Share Offer. There is no agreement

or arrangement to which the Offeror or parties acting in concert with it is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or condition to the Share Offer.

As at the date of this announcement, none of the Offeror nor the parties acting in concert with it has received any irrevocable commitment(s) to accept the Share Offer.

INFORMATION ON THE COMPANY

The Company is a company incorporated in the Cayman Islands, the Shares of which are currently listed on the Main Board. Based on the Company's publicly available information, the Company is principally engaged in investments in securities listed on the Stock Exchange and unlisted securities with a potential for earning growth and capital appreciation.

REASON FOR THE SHARE OFFER AND INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

It is the Offeror's intention to acquire a majority interest in the Company pursuant to the Share Offer. The Offer intends to requisite a Shareholders' meeting after the Share Offer has become unconditional to seek appointment of new Directors to the Board and to procure the existing executive Directors to resign from the Board as permitted under the Takeovers Code.

The Offeror intends to nominate Mr. Yen Jong Ling (嚴中伶) as an executive Director. Mr. Yen, aged 52, holds a Master's degree in Business Administration from the State University of New York at Buffalo and a Master's degree in Science, Finance from New York University. He also holds the professional qualifications of Chartered Financial Analyst and Financial Risk Manager, as well as responsible officer licensed for type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO. Mr. Yen has held various senior positions with different financial institutions in New York, Hong Kong and Taiwan. He has over 20 years of experience in investing in the international capital market, Mr. Yen has vast experience in fund management including mutual fund, pension fund, insurance investment portfolio and management of institutional accounts. He has been appointed as an executive director of China Financial Leasing Group Limited (stock code: 2312), a company listed on the Stock Exchange under Chapter 21 of the Listing Rules, since 3 June 2013 (previously non-executive director of the aforementioned company from 18 January 2013 to 2 June 2013). He has also been an independent non-executive director of First China Financial Network Holdings Limited (stock code: 8123), a company listed on the Growth Enterprise Market of the Stock Exchange from 2008 to 2010.

The Offeror is in the course of identifying additional candidates for the Board in compliance with Rule 21.04(1) of the Listing Rules.

Following the close of the Share Offer, the Offeror intends to continue the existing businesses of the Group. The Offeror will conduct a review on the financial position and operations of the Company and will formulate long-term business plans and strategy of the Company, explore other business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the

long-term growth potential of the Company, ultimately seeking for resumption in trading of the Shares on the Stock Exchange. Should such disposals and/or acquisitions materialise, further announcement will be made in accordance with the Listing Rules. The Offeror also intends to appoint ACL as its investment manager following the close of the Share Offer. ACL is a licensed corporation for, amongst others, type 9 regulated activity (asset management) under the SFO, with asset under management (AUM) of not less than HK\$1.2 billion as at 30 September 2013.

MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends the issued Shares to remain listed on the Stock Exchange after the close of the Share Offer.

Pursuant to the Listing Rules, if, at the closing of the Share Offer, less than 25% of the issued Shares are held by the public or if the Stock Exchange believes that: (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange will consider exercising its discretion to continue suspending dealings in the Shares.

The Offeror will take appropriate steps to ensure that sufficient public float exists in the Shares after the close of the Share Offer.

GENERAL

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the Offer Document containing, amongst other things, the terms and conditions of the Share Offer and the forms of acceptance and transfer to the Shareholders within 21 days of the date of this announcement. It is expected that such Offer Document will be issued on or before 22 November 2013.

Further announcement(s) regarding the despatch of the Offer Document will be made by the Offeror in due course.

Dealings disclosure

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code, including persons holding 5% or more of a class of relevant securities of the Company) of the Offeror are hereby reminded to disclose their dealings in any securities of the Company pursuant to Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stock brokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules.

However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Shareholders and/or potential investors of the Company should be aware that the Share Offer is subject to the condition as stated under the paragraph headed “Condition of the Share Offer” and accordingly, the Share Offer may or may not become unconditional. The Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the Shares.

DEFINITIONS

Terms used in this announcement have the following meanings unless the context otherwise defined:

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“associate”	has the meaning ascribed to it under the Takeovers Code
“ACL”	Ample Capital Limited, a licensed corporation to carry out types 4, 6 and 9 regulated activities (advising on securities, advising on corporate finance and asset management respectively) under the SFO, being the financial adviser to the Offeror in respect of the Share Offer
“AOCL”	Ample Orient Capital Limited, a licensed corporation to carry out type 1 regulated activity (dealing in securities) under the SFO, and the agent making the Share Offer on behalf of the Offeror
“Board”	the board of Directors
“BVI”	British Virgin Islands
“Closing Date”	the date to be stated in the Offer Document as the first closing date of the Share Offer or any subsequent closing date as may be announced by the Offeror and approved by the Executive
“Company”	Incutech Investments Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board

“Director(s)”	the director(s) of the Company from time to time
“Dr. Cheung”	Dr. Cheung Siu Wing (張紹榮), an individual who is beneficially interested in approximately 30.6% of the issued share capital of the Offeror
“EWTK”	EWTK Holdings Pty Ltd., a company established in Australia which is beneficially interested in approximately 69.4% of the issued share capital of the Offeror
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of its delegate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Last Trading Day”	12 June 2008, being the last trading day of the Shares on the Stock Exchange before the publication of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Mr. HY Kwok”	Mr. Kwok Hung Yuen (郭鴻源), an individual who is beneficially interested in 10% of the issued share capital of EWTK who is a son of Mr. Kwok and Ms. Gu
“Mr. Kwok”	Mr. Kwok Wai Tak (郭韋德), an individual who is beneficially interested in 60% of the issued share capital of EWTK who is the spouse of Ms. Gu
“Ms. Gu”	Ms. Gu Xiaowen (顧曉雯), an individual who is beneficially interested in 10% of the issued share capital of EWTK who is the spouse of Mr. Kwok
“Ms. SK Kwok”	Ms. Kwok Sum Kiu (郭芯僑), an individual who is beneficially interested in 10% of the issued share capital of EWTK who is a daughter of Mr. Kwok and Ms. Gu
“Ms. SY Kwok”	Ms. Kwok Sum Yu (郭芯瑜), an individual who is beneficially interested in 10% of the issued share capital of EWTK who is a daughter of Mr. Kwok and Ms. Gu

“Offer Document”	the document to be issued by the Offeror to all Shareholders in connection with the Share Offer in accordance with the Takeovers Code containing, <i>inter alia</i> , information relating to the Offeror, the terms and conditions of the Share Offer, together with forms of acceptance and transfer
“Offer Share(s)”	Share(s) not already owned or agreed to be acquired by the Offeror and parties acting in concert with it
“Offeror”	Perfect Galaxy Investment Limited, a company incorporated in the BVI with limited liability and beneficially owned as to approximately 69.4% and 30.6% by EWTK and Dr. Cheung respectively
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Offer”	the voluntary conditional cash offer to be made by AOCL on behalf of the Offeror for all Offer Shares in accordance with the Takeovers Code
“Share Offer Price”	the price of HK\$0.24 per Offer Share payable by the Offer to the Shareholders for each Offer Share accepted under the Share Offer
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By order of the board of directors of
Perfect Galaxy Investment Limited
Kwok Wai Tak
Director

Hong Kong, 1 November 2013

As at the date of this announcement, the directors of the Offeror are Mr. Kwok and Dr. Cheung while the sole director of EWTK is Mr. Kwok.

The directors of the Offeror and EWTK jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

The information relating to the Company in this announcement has been extracted from or based on the published information of the Company, including its interim report for the six months ended 30 June 2013 and monthly return for the month ended 30 September 2013. The only responsibility accepted by the directors of the Offeror and EWTK in respect of such information is for the correctness and fairness of its reproduction or presentation.