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## **INCUTECH INVESTMENTS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 356)**

### **ADJOURNMENT OF 2014 ANNUAL GENERAL MEETING**

Reference is made to the circular (the “**Circular**”) of Incutech Investments Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 25 April 2014 with the inclusion of the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) and the form of proxy (the “**First Proxy Form**”) of the Company. Reference is also made to the announcements of the Company dated 30 June 2014 and 7 July 2014 respectively in relation to, among other things, (i) the completion of the subscription agreement dated 30 April 2013 (as supplemented) entered into between the Company as issuer and Sharp Years Limited and Hugo Lucky Limited as the subscribers for an aggregate of 1,400,000,000 shares, (ii) the despatch of the composite document in relation to the mandatory cash offer, and (iii) the appointment of directors of the Company (the “**Transactions**”). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board wishes to announce that, due to the Transactions, certain information in the Circular will be updated and additional resolutions shall be proposed at the AGM. As such, the AGM, which was originally scheduled to be held at Seminar Room, 1/F., Centenary Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on Thursday, 31 July 2014 at 10:30 a.m. is now adjourned and shareholders shall be given at least 10 business days to consider the relevant information to be disclosed in the supplemental circular (the “**Supplemental Circular**”) and the amended form of proxy (the “**Second Proxy Form**”) which are expected to be issued on or about 8 August 2014.

### **ADJOURNMENT OF AGM**

Since the Company will issue the Supplemental Circular to the Shareholders, the Board intends to adjourn the AGM to a date from at least 10 business days of issue of the Supplemental Circular and supplemental Notice in order to allow longer time for the Shareholders to consider the action to be taken at the AGM in respect of the additional resolutions to be proposed.

## **SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE SECOND PROXY FORM**

A Shareholder who has not yet lodged with the Company's branch share registrar the First Proxy Form is requested to lodge the Second Proxy Form if it/he/she wishes to appoint proxy/proxies to attend the 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 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.
- (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 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 AGM, they will have to attend in person and vote at the AGM themselves.**

Completion and return of the First Proxy Form and/or Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

By order of the Board  
**Incutech Investments Limited**  
**Tung Tat Wah**  
*Executive Director*

Hong Kong, 25 July 2014

*As at the date of this announcement, the Board comprises of Mr. Tung Tat Wah, Mr. Wu Chun Wah, Michael, 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, Allan, Mr. Siu Siu Ling, Robert, Mr. Lee Ming Ching, Stephen, Mr. Lo Chi Ming, Erik and Mr. Jochum Siebren Haakma as independent non-executive directors.*