
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Incutech Investments Limited (the “Company”), you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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INCUTECH INVESTMENTS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

**PROPOSED DIRECTORS FOR RE-ELECTION
AND
PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES OF THE COMPANY**

The notice convening an Annual General Meeting to be held at 2/F., Wah Kit Commercial Central, 302 Des Voeux Road, Central, Hong Kong on 26 May, 2006 at 11:00 a.m., at which, among others, the above proposals will be considered, is set out on pages 8 to 10 of this circular.

Whether or not you propose to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible.

28 April, 2006

LETTER FROM THE MANAGEMENT



INCUTECH INVESTMENTS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

Directors:

Mr. Choi Wai Yin
Mr. Wong Wai Kwong, David
Mr. Wong Wing Hong, Benny
Mr. Kong Tze Wing*
Mr. Siu Siu Ling, Robert*
Mr. Ng Yick Man, Andy*

* *Independent Non-executive Directors*

Registered office:

Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
British West Indies

Principal place of business:

Unit 405, 4th Floor
Unicorn Trade Centre
127-131 Des Voeux Road Central
Hong Kong

28 April, 2006

To the shareholders of the Company

Dear Sir or Madam,

**PROPOSED DIRECTORS FOR RE-ELECTION
AND
PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES OF THE COMPANY**

INTRODUCTION

The purpose of this circular is to seek your approval of proposals to grant general mandates to issue and repurchase shares of the Company, as well as to provide you with information in connection with such proposals. Your approval will be sought at the annual general meeting of the Company to be held at 2/F., Wah Kit Commercial Centre, 302 Des Voeux Road, Central, Hong Kong on 26 May, 2006 at 11:00 a.m. (the "Annual General Meeting").

LETTER FROM THE MANAGEMENT

GENERAL MANDATE FOR REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES

Regarding a written resolution passed on 24 June, 2005, a general unconditional mandate was given to the directors of the Company (the “Directors”) to exercise the powers of the Company to repurchase shares of HK\$0.01 each of the Company (the “Shares”) up to a maximum of 10 per cent. of the issued share capital of the Company immediately following the completion of the new issue. Such mandate will lapse at the conclusion of the Annual General Meeting. Your attention is drawn to an ordinary resolution set out in the notice convening the Annual General Meeting dated 26 May, 2006 contained on pages 8 to 10 of this circular. Such ordinary resolution proposes to give a general mandate to the Directors to exercise the powers of the Company to repurchase at any time until the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution or such earlier period as stated therein up to a maximum of 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing that ordinary resolution (the “Repurchase Mandate”).

An explanatory statement, as required under the relevant rules set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) regulating the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange, to provide the requisite information for your consideration of the Repurchase Mandate is set out in the Appendix hereto.

GENERAL MANDATE TO ISSUE NEW SECURITIES OF THE COMPANY

It will be proposed at the Annual General Meeting the ordinary resolutions as set out in the notice convening the Annual General Meeting dated 26 May, 2006 for granting to the Directors a general mandate to allot, issue and deal with new Shares and/or other securities of the Company not exceeding 20 per cent. of the issued share capital of the Company as at the date of passing that ordinary resolution (the “New Issue Mandate”) and extending the New Issue Mandate by adding to it the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate.

DIRECTORS FOR RE-ELECTION

As at 25 April, 2006, the latest practicable date prior to the printing of this circular (the “Latest Practicable Date”), Mr. Choi Wai Yin, Mr. Wong Wai Kwong, David and Mr. Wong Wing Hong, Benny are the executive directors of the Company and Mr. Kong Tze Wing, Mr. Siu Siu Ling, Robert and Mr. Ng Yick Man, Andy are the independent non-executive directors of the Company.

Pursuant to Article 88 of Company’s Article of Association, at each of the annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to be not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

Accordingly, at the AGM, Mr. Choi Wai Yin and Mr. Siu Siu Ling Robert will retire by rotation and all of them being eligible, offer themselves for re-election at the AGM.

Biographical details of the retiring Directors to be re-elected which are required to be disclosed under the Listing Rules are set out in Appendix to this circular.

LETTER FROM THE MANAGEMENT

ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the principal place of business of the Company in Hong Kong at Unit 405, 4th Floor, Unicorn Trade Centre, 127-131 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

PROCEDURE FOR DEMANDING A POLL

Pursuant to the Article 66, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three members of the Company present in person or in the case of a member of the Company being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by any member or members of the Company present in person or in the case of a member of the Company being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all the members of the Company having the right to vote at the meeting; or
- (d) by any member or members of the Company present in person or in the case of a member of the Company being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand by a person as proxy for a member of the Company or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member of the Company.

RECOMMENDATION

The Directors believe that the New Issue Mandate, and the Repurchase Mandate are in the best interests of the Company as well as its shareholders. Accordingly, the Directors recommend that all shareholders vote in favour of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
Choi Wai Yin
Executive Director

The Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to you with regard to the Repurchase Mandate.

1. THE LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange or on another stock exchange on which the securities of the companies may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(a) Source of funds

Repurchases must be funded out of funds legally available for such purpose in accordance with the constitutive documents of the company and the laws of the jurisdiction in which the company is incorporated.

(b) Maximum number of shares to be repurchased

The shares which are proposed to be repurchased by a company must be fully paid up. A maximum of 10 per cent. of the issued share capital as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 72,000,000 Shares in issue and subject to the passing of the necessary ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, exercise in full of the Repurchase Mandate could accordingly result in up to 7,200,000 Shares being repurchased by the Company during the course of the period prior to the next annual general meeting to be held in 2006 or such earlier period as stated in Resolution 4(B).

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its shareholders to have a general authority from shareholders to enable the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or net assets per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

4. FUNDING OF REPURCHASES

Repurchases of the Shares will be funded entirely from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for the purchase in accordance with the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

There might be a material adverse effect on the working capital requirements or gearing levels of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December, 2005) in the event that the Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company at the time of the relevant purchases unless the Directors determine that such repurchases are, taking account of all relevant factors, in the best interests of the Company.

5. GENERAL

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules and any applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the shareholders.

If a shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase its Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Hong Kong Code on Takeovers and Mergers ("Takeovers Code"). Accordingly, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, Endless Wealth Limited was interested in 15,000,000 Shares, representing approximately 20.83 per cent. of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, interest held by Endless Wealth Limited would be increased to approximately 23.15 per cent. of the issued share capital of the Company. The Directors have no intention to repurchase Shares to such an extent as would result in takeover obligations. Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchase made under the Repurchase Mandate and if the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25%.

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the latest practicable date prior to the printing of this circular.

6. THE SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months were as follows:

	The Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2005	1.00	1.00
May 2005	1.00	0.96
June 2005	1.08	0.85
July 2005	0.85	0.85
August 2005	0.85	0.85
September 2005	0.85	0.85
October 2005	0.85	0.85
November 2005	0.85	0.85
December 2005	0.85	0.84
January 2006	0.84	0.84
February 2006	0.84	0.80
March 2006	0.80	0.80

7. DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The followings are the particulars of the Directors retired and proposed to be re-elected at the AGM:

1. **Mr. Choi Wai Yin**, aged 47, has been an executive director since 2002. Mr. Choi holds a bachelor degree in Business Administration from the Chinese University of Hong Kong and a master degree of Science in Finance from the City University of Hong Kong. He has over 20 years of experience in finance and fund management. From 1992 to 1994, he was a manager of the assessing department of BOCI Direct Investment Management Limited managing direct investment funds of approximately US\$120 million. From 1994 to 1998, he was an executive director of CEF New Asia Partners Limited managing two direct investment funds, namely CEF New Asia Company Limited and CEFNA Greater China Investments Company Limited, of approximately US\$180 million on behalf of independent third parties. Mr. Choi is currently an investment adviser registered under the Securities and Futures Ordinance. He is an executive director of Success Talent Investments Limited which is the investment manager of a listed investment company on the Stock Exchange, Earnest Investment Holdings Limited and an independent non-executive director of Fushan Holdings Limited. Mr. Choi will contribute to formulate the business direction of the Company, structure investment deals and monitor the performance of individual projects.

Save as disclosed above, Mr. Choi does not hold an directorships in other listed public companies in the past three years and has no relationships with any other Directors, senior management of the Company, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

2. **Mr. Siu Siu Ling, Robert**, aged 53, has been an independent non-executive director since 2002. Mr. Siu has been a solicitor since 1992 and has been admitted as a solicitor in England and Wales since 1993. Mr. Siu holds a bachelor degree in law and a postgraduate certificate in law. Mr. Siu was a partner of the former firm Messrs. Joseph Chu, C.P. Cheung & Co. from 1997 to 1998 and partner of the firm Messrs. C.P. Cheung & Co. from 1997 to 2000. He is now a sole practitioner of the firm Messrs. Robert Siu & Co., Solicitors. Mr. Siu's practice is mainly in the field of commercial and corporate finance. Mr. Siu is also an independent non-executive director of Ultra Group Holdings Limited, and an executive director of MAXX Bioscience Holdings Ltd.

Save as disclosed above, Mr. Siu does not hold any directorships in other listed public companies in the past three years and has no relationships with any other Directors, senior management of the Company, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

There are no service agreement contracted with Mr. Choi and Mr. Siu. Both Mr. Choi and Mr. Siu did have no fixed term of service with the Company but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company.

As at the Latest Practicable Date, both Mr. Choi Wai Yin and Mr. Siu Siu Ling, Robert do not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. Choi and Mr. Siu are entitled for a remuneration of HK\$50,000 per annum, which are determined based on the market rate and their anticipated time, effort and expertise to be exercised on the Group's affairs. Neither Mr. Choi nor Mr. Siu is entitled for any share option or bonus as at the Latest Practicable Date.

In the opinions of the Directors, other than the aforesaid matters, there is no other matters need to be brought to the attention of the shareholders of the Company in relation to the re-election of the above directors, and there is no other information that is discloseable pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there is no other matters need to be brought to the attention of the shareholders of the Company.

As at the Latest Practicable Date, Mr. Choi Wai Yin, Mr. Wong Wai Kwong, David and Mr. Wong Wing Hong, Benny are the executive directors of the Company and Mr. Kong Tze Wing, Mr. Siu Siu Ling, Robert and Mr. Ng Yick Man, Andy are the independent non-executive directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING



INCUTECH INVESTMENTS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Incutech Investments Limited (the “Company”) will be held at 2/F., Wah Kit Commercial Centre, 302 Des Voeux Road, Central, Hong Kong on 26 May, 2006 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December, 2005.
2. To re-elect Directors and to authorise the Directors to fix their remuneration.
3. To re-appoint Auditors for the ensuing year and to authorise the Directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) of this Resolution and without prejudice to Resolution 4(C) set out in the Notice of this Meeting, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this Resolution) of all powers of the Company to issue, allot and deal in shares of HK\$0.01 each in the capital of the Company (the “Shares”) and to issue, allot or grant securities convertible into Shares or options, warrants or similar rights to subscribe for any shares in the Company or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) of this Resolution);
 - (ii) any scrip dividend scheme or similar arrangements implemented in accordance with the Articles of Association of the Company; or
 - (iii) an issue of Shares under the share option scheme of the Company or any similar arrangements for the time being adopted by the Company for the grant or issue to employees or directors of the Company and/or any of its subsidiaries of Shares or right to acquire Shares; or
 - (iv) the exercise of the rights of subscription or conversion under the terms of any securities or notes for the time being in force which are convertible into any shares in the Company;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly;

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory).”

NOTICE OF ANNUAL GENERAL MEETING

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in Resolution 4(A)(d) set out in the Notice of this Meeting) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited or on any other exchange on which the Shares may be listed and which is recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited (the “Recognised Stock Exchange”) subject to and in accordance with all applicable laws, and in accordance with the provisions of, and in the manner specified in, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or the rules of any other Recognised Stock Exchange, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly.”

- (C) **“THAT** subject to the passing of Resolutions 4(A) and 4(B) set out in the Notice of this Meeting, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to and in accordance with the approval given in Resolution 4(A) set out in the Notice of this Meeting be and is hereby increased and extended by the addition of the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to and in accordance with the approval given in Resolution 4(B) set out in the Notice of this Meeting provided that such amount shall not exceed the aggregate nominal amount of the Shares repurchased pursuant to the said Resolution 4(B) and the said approval shall be limited accordingly.”

By Order of the Board
Choi Wai Yin
Executive Director

Hong Kong, 28 April, 2006

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any), under which it is signed, or a notarially certified copy thereof, must be lodged with the principal place of business of the Company in Hong Kong, Unit 405, 4th Floor, Unicorn Trade Centre, 127-131 Des Voeux Road, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.