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INCUTECH INVESTMENTS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

CONTINUING CONNECTED TRANSACTION: CHANGE OF INVESTMENT MANAGER

The Board is pleased to announce that on 23 February 2009, the Company had entered into the Management Agreement with Hua Yu, whereby Hua Yu has agreed to be appointed as the investment manager of the Company for a term of two year from 1 March 2009 for an annual management fee of HK\$600,000 payable quarterly in advance.

Pursuant to Rule 21.13 of the Listing Rules, an investment manager shall be regarded as a connected person of the Company. Since each of the percentage ratios on an annual basis is more than 2.5% but less than 25%, the transactions contemplated under the Management Agreement are subject to the reporting and announcement requirements and exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Board announces that Upbest has resigned from the position as the investment manager of the Company with effect from 28 February 2009. The Board is also pleased to announce that on 23 February 2009, the Company had entered into the Management Agreement with Hua Yu, whereby Hua Yu has agreed to be appointed as the investment manager of the Company for a term of two year from 1 March 2009 for an annual management fee of HK\$600,000 payable quarterly in advance.

MANAGEMENT AGREEMENT

Date: 23 February 2009

Parties:

- (1) The Company; and
- (2) Hua Yu

Principal Terms of the Management Agreement

Pursuant to the Management Agreement, Hua Yu will be appointed as the investment manager of the Company to provide investment management services for a terms of two years commencing on 1 March 2009.

In connection with its appointment as investment manager of the Company, Hua Yu will on a non-exclusive basis:

- (a) identify and carry out analysis or investigation of investment opportunities; and
- (b) advise acquisitions and realizations of investments and submit relevant proposals to the Board for approval.

In consideration of the investment management services to be provided by Hua Yu under the Management Agreement, the Company shall pay Hua Yu an annual management fee of HK\$600,000, payable quarterly in advance in the sum of HK\$150,000 per quarter.

The investment management fee under the Management Agreement is reached after arm's length negotiations between the Company and Hua Yu and is determined with reference to the prevailing market rates charged by investment managers of other investment companies listed on the main board of the Stock Exchange and also with reference to the responsibility and duty of Hua Yu as investment manager of the Company under the Management Agreement.

Hua Yu shall not be liable for any loss or damage that the Group may suffer through the act, omission, default or negligence of any broker banker or other persons appointed by Hua Yu on behalf of the Company pursuant to the Management Agreement.

Reasons for the appointment of Hua Yu as investment manager

The Company considers that Hua Yu has extensive investment experience in Hong Kong and the PRC and is capable to provide professional investment services to the Company to replace Upbest after its resignation. The Directors (including the independent non-executive Directors) consider that the terms of the Management Agreement is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

The Company has no intention to change the investment objectives and policies of the Company after entering into the Management Agreement.

INFORMATION ON THE GROUP

The Company is an investment holding company incorporated in the Cayman Islands with limited liabilities and together with its subsidiaries, is principally engaged in investments in securities listed on the Stock Exchange and unlisted investments with a potential for earnings growth and capital appreciation.

INFORMATION ON HUA YU

Hua Yu was incorporated in Hong Kong in 1998 and is a deemed licensed corporation under the SFO to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) of the regulated activities. Hua Yu is principally engaged in the business of investment management and provision of corporate advisory services.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, immediately prior to the appointment as investment manager of the Company, Hua Yu, its beneficial owners and its directors are independent third parties not connected with the Company and its connected persons (as defined under the Listing Rules).

Hua Yu is also investment manager of a Chapter 21 listed company in Hong Kong.

Set out below are the details of the directors of Hua Yu:

FUNG Yiu Fai, Peter, aged 64, is a managing director of Yu Ming Property Management Limited. He has almost 30 years of experience in investment banking and has extensive exposure in strategic investments in Hong Kong and South East Asia. Mr. Fung received a BS degree from McGill University in 1969, and a MS and MBA degree from Northwestern University in 1971 and 1973 respectively.

LEE Wa Lun, Warren, aged 46, licensed under SFO to carry out Type 1, 4, 6 and 9 activities, became a Director of YMI in 2004 and is a director of Yu Ming Investment Management Limited ("YMIM"). From December 2006 to May 2007, Mr. Lee was the chief executive officer of Nam Tai Electronics, Inc., an electronics manufacturing services provider listed on the New York Stock Exchange. From March 2004 to February 2006, he was an independent non-executive director of Nam Tai Electronic and Electrical Products Limited ("NTEEP"), and from February 2006 to April 2007, he was re-designated as a non-executive director. From January 2007 to April 2007, he was also a non-executive director of J.I.C. Technology Company Limited ("JIC"). Both of NTEEP and JIC are listed on the main board of the Stock Exchange of Hong Kong and subsidiaries of Nam Tai Electronics, Inc.. Mr. Lee graduated with a Bachelor of Science Degree from The University of East Anglia in England in 1986 and obtained a Master of Science Degree from The City University Business School in London in 1988.

WANG Yinan, aged 49, licensed under SFO to carry out Type 4, 6 and 9 activities, graduated with major in economics at Jilin University, the PRC. He is at present a senior executive responsible for investments and finance of a substantial enterprise. He joined China Huaneng Finance Corporation ("CHFC") in 1992 as deputy president and became the president in 1993. CHFC is a member of China Huaneng Group in the PRC. CHFC is a non-banking financial institution authorised by the People's Bank of China in PRC. Its principal activities include deposit taking, provision of loans and credits, issuance of guarantee and issuance of bonds.

In 1997, he became the deputy general manager of China Huaneng Group. China Huaneng Group is a major power station operator in the PRC. In 1994, upon the instruction of China Huaneng Group, he established Hua Jian International Finance Company, Limited (“Hua Jian”). Hua Jian is the representative organization of CHFC in Hong Kong. He has been the Managing Director of Hua Jian since 1994. He is responsible for the overall business development of Hua Jian, which is principally engaged in advising the subsidiaries of China Huaneng Group on matters relating to treasury, investments, capital raising, direct investments. Total investments in Hong Kong are normally between approximately US\$30 million and US\$50 million per annum.

LAU Lap Kwan, aged 57, licensed under SFO to carry out Type 4, 6 and 9 activities, graduated from the Heavy machinery Department of Northeast Heavy Machinery Institute, in Heilongjiang, the PRC in November 1975.

Between 1982 and 1985, He worked for the Government of Heilongjiang Province. He was involved in the approval of technology transfer. In between, He had spent one year to study the theory of foreign trade and state policy in Cadres Training Institute of Ministry of Foreign Economic Relations and Trade in the PRC.

In 1985, by appointment of the Government of Heilongjiang Province, He joined HHK Consultancy and Development Company, Limited (“HHK”), a Heilongjiang company based in Hong Kong. In June 1988, he became a director of HHK, and oversaw its investment businesses and Heilongjiang Province’s trade promotion activities in Hong Kong. He was involved mainly in the evaluation of the feasibility of investment projects including investment structure, capital raising, debt repayment, risk return evaluation, and long-term prospects. HHK raised debt capital in Hong Kong for joint ventures in the PRC, and introduced partners to co-invest. HHK is also engaged in the negotiation of turnkey projects for factories’ facilities contracts, importing and post-investment management. He also liaised with accountants and lawyers in structuring the investments.

Between 1994 and 1995, He joined Sampoe Industries (HK) Limited, a Japanese trading and investment company in Hong Kong. Main duties were overall management, health food business development and investment in the PRC.

In 1996, he joined Hua Jian International Finance Company, Limited, a representative organization of China Huaneng Finance Corporation (“CHFC”) in Hong Kong. CHFC is a member of China Huaneng Group in the PRC. He is the Vice President of Hua Jian and responsible for the daily operations and management of the company. Hua Jian is principally engaged in the treasury and asset management of China Huaneng Group. Total investments in Hong Kong are normally between approximately US\$30 million to US\$50 million per annum. Businesses involved include advising the subsidiaries of China Huaneng Group on matters relating to investment, capital raising, investment evaluation in Hong Kong, project appraisal in the PRC, direct investment in the PRC projects and infrastructure investment.

CONTINUING CONNECTED TRANSACTION

Pursuant to Rule 21.13 of the Listing Rules, an investment manager shall be regarded as a connected person of the Company. The annual investment management fee will be HK\$600,000 for each year during the two year term of the Management Agreement. Since each of the percentage ratios on an annual basis is more than 2.5% but less than 25% and the annual consideration payable is less than HK\$10,000,000, the transactions contemplated under the Management Agreement are subject to the reporting and announcement requirements and are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Should the annual investment management fee together with any fee payable to Hua Yu in any financial years exceeds the 25% or HK\$10,000,000 threshold as set out in Chapter 14A of the Listing Rules, the Company will comply with the applicable provisions and will seek independent Shareholders' approval.

In addition to the reporting and announcement requirements, the Management Agreement is also subject to annual review by the independent non-executive Directors and the auditors of the Company pursuant to Rules 14A.37 to 14A.40 of the Listing Rules.

The Directors (including the independent non-executive Directors) consider that the Management Agreement has been entered on normal commercial terms and is in the ordinary and usual course of business of the Company.

The Board would also like to take this opportunity to express its gratefulness for the past contribution of Upbest as investment manager of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

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| “associates” | has the meaning ascribed to this term in the Listing Rules |
| “Board” | the board of Directors |
| “Company” | Incutech Investments Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange |
| “connected person” | has the meaning ascribed to this term under the Listing Rules |
| “Directors” | the directors of the Company |
| “Group” | the Company and all its subsidiaries |

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| “Hua Yu” | Hua Yu Investment Management Limited |
| “Hong Kong” | Hong Kong Special Administrative Region of the PRC |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Management Agreement” | the investment management agreement dated 23 February 2009 entered into between the Company and Hau Yu in relation to the appointment of Hua Yu as investment manager of the Company |
| “PRC” | People’s Republic of China |
| “SFO” | the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the issued share capital of the Company |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Upbest” | Upbest Asset Management Limited |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

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

Hong Kong, 27 February 2009

As at the date of this announcement, the Board is comprised of Mr. Tung Tat Wah and Mr. Michael Wu Chun Wah as executive Directors; Mr. Kwok Ming Fai, Mr. Siu Siu Ling, Robert and Mr. Lee Ming Ching, Stephen as independent non-executive Directors.