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Infinity Chemical Holdings Company Limited

星謙化工控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 640)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Infinity Chemical Holdings Company Limited (the “**Company**”) will be held at Falcon Room 1, Gloucester Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 28 December 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution (with or without amendments) as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement dated 11 October 2012 (the “**SP Agreement**”) and entered into between Mr. leong Un (“**Mr. leong**”), as vendor, and Keen Castle Limited (the “**Purchaser**”), an indirect wholly owned subsidiary of the Company as purchaser, in relation to the sale and purchase of (i) 1 share in Rank Best Investments Limited (the “**Target Company**”) representing 100% of the entire issued share capital of the Target Company; and (ii) all obligations, liabilities and debts owing or incurred by the Target Company and its subsidiaries to Mr. leong for a total consideration of HK\$45,000,000 (a copy of the SP Agreement is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and all the transactions contemplated thereby pursuant to the SP Agreement be and hereby approved, confirmed and ratified; and
- (b) the allotment and issue of 69,230,769 new shares (the “**Consideration Shares**”) of HK\$0.01 each in the share capital of the Company pursuant to the terms of the SP Agreement be and is hereby approved; and

(c) any one or more the director(s) of the Company (the “**Director(s)**”) be and is/are hereby authorised to do all such acts and things and execute all such further documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the SP Agreement and any of the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares, as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.

By order of the Board
Infinity Chemical Holdings Company Limited
Tong Yiu On
Executive Director

Hong Kong, 10 December 2012

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

***Head office and principal place
of business in Hong Kong:***

19/F, Prosperity Tower
39 Queen’s Road Central
Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company’s branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Jeong Un, Mr. Ip Chin Wing, Mr. Ip Ka Lun, Mr. Stephen Graham Prince and Mr. Tong Yiu On, and three independent non-executive Directors, namely Mr. Chan Wing Yau George, Mr. Ho Gilbert Chi Hang and Mr. Poon Yick Pang Philip.