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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)

VOLUNTARY ANNOUNCEMENT POSSIBLE FORMATION OF JOINT VENTURE

This is a voluntary announcement made by the Company.

The Board is pleased to announce that on 21 April 2015, the Subsidiary, entered into a non-legally binding MOU with an independent third party, Sinochem (Beijing), pursuant to which the Subsidiary and Sinochem (Beijing) intend to form joint venture(s) to operate the business of energy management contracting for the provision of energy saving solutions for telecommunications infrastructure and systems in the PRC. The target customers are expected to be the provincial level subsidiaries of the telecommunication operators of the PRC. The parties are in the course of negotiating the terms of the joint venture arrangement(s).

Pursuant to the MOU, Sinochem (Beijing) will give priority to the Subsidiary for the cooperation in developing the energy efficiency market in the telecommunication sector of the PRC. On the other hand, the Subsidiary may provide capital of not less than RMB300,000,000 for each joint venture vehicle that may be established pursuant to the joint venture arrangement(s) to be negotiated.

Moreover, on a trial basis, the Subsidiary and Sinochem (Beijing) may, prior to the formation of any joint venture, carry out a pilot project (with a total capital investment of not more than RMB30,000,000 by the parties) for the abovementioned business with the aim of enhancing the scale of co-operation. As at the date of this announcement, no concrete terms have been determined or agreed upon for such pilot project.

The entering into of the MOU by the Subsidiary does not constitute any notifiable transaction of the Company under Chapter 14 of the Listing Rules or a connected transaction of the Company under Chapter 14A of the Listing Rules. The formation of a joint venture with Sinochem (Beijing) may or may not proceed and further announcement(s) will be made by the Company in respect of any material development on the transaction as and when required for compliance with the Listing Rules.

As the MOU is non-legally binding in nature and the formation of the joint venture may or may not be materialised, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares in the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

“Board”	the board of directors of the Company
“Company”	Infinity Chemical Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 640)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent third party”	a party and, if applicable, the ultimate beneficial owner of the party who is not fallen into the definition of connected persons of the Company under Chapter 14A of the Listing Rules and independent of the connected persons of the Company and their associates (as defined in the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding dated 21 April 2015 entered into between the Subsidiary and Sinochem (Beijing) in relation to the proposed formation of a joint venture for the purpose of opening PappaRich outlets in Hong Kong
“Sinochem (Beijing)”	Sinochem Energy-Saving and Environmental Protection Holding (Beijing) Co. Ltd. (中化節能環保控股(北京)有限公司#), a company established in the PRC with limited liability, and an indirect wholly-owned subsidiary of Sinochem Group (中國中化集團公司#)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subsidiary” Deluxe Jet Limited (達振有限公司), a company incorporated in Hong Kong with limited liability, and an indirect wholly-owned subsidiary of the Company

“RMB” Renminbi, the lawful currency of the PRC

The English transliteration of the Chinese names in this announcement, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names.

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

Hong Kong, 21 April 2015

As at the date of this announcement, the Board of Directors 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. Simon Luk and Mr. Tong Hing Wah.