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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)

COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

PLACING AGENT



Oriental Patron Securities Limited

Reference is made to the announcement of the Company dated 24 April 2015.

The Board is pleased to announce that completion of the Placing took place on 4 May 2015 and a total of 50,000,000 Placing Shares were successfully placed to not less than six independent Places at the Placing Price.

The Board is also pleased to announce that all the conditions of the Subscription as set out in the Placing and Subscription Agreement have been fulfilled and completion of the Subscription took place on 7 May 2015 whereby a total of 50,000,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price.

The gross proceeds from the Subscription are approximately HK\$80 million, and the net proceeds from the Subscription are approximately HK\$77 million after deducting the Placing Agent commission and other expenses incurred in the Placing and Subscription.

Reference is made to the announcement (the “**Announcement**”) of the Company dated 24 April 2015 in relation to the Placing of up to an aggregate of 50,000,000 existing Placing Shares and the Subscription of up to 50,000,000 new Subscription Shares. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES

The Board is pleased to announce that completion of the Placing took place on 4 May 2015 and a total of 50,000,000 Placing Shares were successfully placed to not less than six independent Placees at the Placing Price.

The Board is also pleased to announce that all the conditions of the Subscription as set out in the Placing and Subscription Agreement have been fulfilled and completion of the Subscription took place on 7 May 2015 whereby a total of 50,000,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Placees and its ultimate beneficial owners (where applicable) is an Independent Third Party and none of the Placees has become a substantial Shareholder (as defined in the Listing Rules) upon completion of the Placing.

The gross proceeds from the Subscription are approximately HK\$80 million, and the net proceeds from the Subscription are approximately HK\$77 million after deducting the placing agent commission and other expenses incurred in the Placing and Subscription. The Company intends to use the net proceeds from the Subscription for general working capital purposes of the Group.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company prior to and upon completion of the Placing and the Subscription:

Shareholders	Shareholding immediately prior to the Placing and Subscription		Shareholding immediately after completion of the Placing but before the Subscription		Shareholding immediately after completion of the Placing but before the Subscription	
	Number of Shares	Approximate (%)	Number of Shares	Approximate (%)	Number of Shares	Approximate (%)
The Subscriber (<i>Note 1</i>)	412,626,769	69.24%	362,626,769	60.85%	412,626,769	63.88%
<i>Public Shareholders</i>						
The Placees	—	—	50,000,000	8.39%	50,000,000	7.74%
Other public Shareholders	<u>183,296,307</u>	<u>30.76%</u>	<u>183,296,307</u>	<u>30.76%</u>	<u>183,296,307</u>	<u>28.38%</u>
Total	<u>595,923,076</u>	<u>100.00%</u>	<u>595,923,076</u>	<u>100.00%</u>	<u>645,923,076</u>	<u>100.00%</u>

Note:

1. All Reach Investments Limited is directly, wholly and beneficially owned by Mr. Jeong Un. By virtue of the SFO, Mr. Jeong Un, an executive Director, is deemed to be interested in the entire 342,500,000 Shares held by All Reach Investments Limited. Mr. Jeong Un beneficially owns 70,126,769 Shares in person.

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

Hong Kong, 7 May 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.