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If you have sold or transferred all your shares in **Infinity Financial Group (Holdings) Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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新融宇集團(控股)有限公司
Infinity Financial Group (Holdings) Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED RE-ELECTION OF DIRECTOR;
AND
(3) NOTICE OF SGM

Unless the context requires otherwise, capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the SGM to be held at 11: 00 a.m. on Tuesday, 6 March 2018 at Room 2407, 24/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong is set out on pages 8 to 9 of this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the office of the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the SGM or at any adjournment thereof (as the case may be) should you so wish.

7 February 2018

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“Announcements”	Change of Name Announcement and Change of Director Announcement
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Change of Company Name”	the proposed change of the English name and Chinese secondary name of the Company from “Infinity Financial Group (Holdings) Limited 新融宇集團(控股)有限公司” to “Momentum Financial Holdings Limited 正乾金融控股有限公司” respectively
“Change of Director Announcement”	announcement of the Company dated 22 January 2018 in respect of the Change of Directors
“Change of Name Announcement”	announcement of the Company dated 2 February 2018 in respect of the Change of Company Name
“Company”	Infinity Financial Group (Holdings) Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1152)
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	5 February 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Re-election of Director”	the proposed re-election of Mr. Chan Chung Shu as the executive Director and the chairman of the Company

DEFINITIONS

“SGM”	the special general meeting of the Company to be held and convened at Room 2407, 24/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 6 March 2018 for the Shareholders to consider and approve, if thought fit, the Change of Company Name and Re-election of Director
“Shares”	ordinary shares of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	the holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



新融宇集團(控股)有限公司
Infinity Financial Group (Holdings) Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

Executive Directors

Mr. Chan Chung Shu (*Chairman*)

Mr. Ng Hoi

Independent Non-Executive Directors

Mr. Ho Man

Mr. Yeh Tung Ming

Mr. Zhang Hua

Registered office:

Clarendon House

2 Church Street

Hamilton HM

11 Bermuda

*Headquarter and Principal Place
of Business in Hong Kong:*

Room 2407,

24/F, China Resources Building,

26 Harbour Road,

Wanchai,

Hong Kong

7 February 2018

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME
(2) PROPOSED RE-ELECTION OF DIRECTOR
AND
(3) NOTICE OF SGM**

INTRODUCTION

Reference is made to the Announcements in respect of the Change of Company Name and the Re-election of Directors. The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the SGM regarding the Change of Company Name and the Re-election of Director and to give you a notice of the SGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name and Chinese secondary name of the Company from “Infinity Financial Group (Holdings) Limited 新融宇集團(控股)有限公司” to “Momentum Financial Holdings Limited 正乾金融控股有限公司” respectively.

LETTER FROM THE BOARD

CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will be subject to the following conditions:

1. the approval by the Shareholders by way of special resolution at the SGM; and
2. the entry by the Registrar of Companies in Bermuda of the new English name and new Chinese secondary name on the Register of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name and new Chinese secondary name on the Register of Companies by the Registrar of Companies in Bermuda. The Company will then carry out the necessary filing procedures in Hong Kong upon the Change of Company Name becoming effective.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will provide the Company with a fresh identity and image which will benefit the Company's future business development. The Board believes that the Change of Company Name is in the best interests of the Company and all the Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position.

All existing share certificates in issue bearing the present name of the Company will, after the proposed Change of Company Name becoming effective, continue to be evidence of title to such shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the SGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange.

PROPOSED RE-ELECTION OF DIRECTOR

In accordance with bye-law 83 of the Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director to fill in a casual vacancy on the Board and any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting.

LETTER FROM THE BOARD

As disclosed in the Change of Director Announcement, Mr. Chan Chung Shu (“**Mr. Chan**”) whose appointment of executive Director and the chairman to fill the vacancy on the Board upon the resignation of Mr. Yu Xueming as executive Director and the chairman of the Company took effect from 22 January 2018. Accordingly, Mr. Chan shall hold office until the next general meeting and Mr. Chan being eligible is offering himself for re-election.

Biographical details and other information of Mr. Chan is set out on page 7 of this circular.

SGM

The SGM will be held at 11:00 a.m. on Tuesday, 6 March 2018 at Room 2407, 24/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong for the Shareholders to consider and, if thought fit, approve the Change of Company Name and the Re-election of Director. The notice of the SGM is set out on pages 8 to 9 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you propose to attend the SGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be), should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and bye-laws of the Company, any vote of the Shareholders at a general meeting must be taken by way of a poll. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions regarding the Change of Company Name and Re-election of Director at the SGM. An announcement will be made by the Company after the conclusion of the SGM on the poll results of the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that the Change of Company Name and Re-election of Director are in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favor of the resolutions as set out in the notice of SGM.

Yours faithfully,
On behalf of the Board
Infinity Financial Group (Holdings) Limited
Chan Chung Shu
Chairman

DETAILS OF DIRECTOR PROPOSED TO BE RE-ELECTED

The following are the particulars of Mr. Chan Chung Shu (“**Mr. Chan**”):

Mr. Chan, aged 27, is an executive director and the chairman of the Company. Mr. Chan had been a director of 海南正和實業集團股份有限公司 (Hainan Zhenghe Industrial Group Co. Ltd.*) (the name of which was changed to 洲際油氣股份有限公司 (Geo-Jade Petroleum Corporation*) in 2014), being a company listed on Shanghai Stock Exchange (stock coded: 600759) from June to December 2013.

Mr. Chan has entered into a letter of appointment with the Company pursuant to which his initial term of service shall commence from 22 January 2018. Mr. Chan shall be entitled to receive a director’s fee of HK\$780,000 per year which was determined by the Board by reference to the duties and responsibilities undertaken by him as a director of the Company. In accordance with the bye-laws of the Company, Mr. Chan will hold office until the next general meeting of the Company and will then be eligible for re-election; thereafter he will be subject to retirement by rotation at least once every three years at the annual general meetings of the Company since his last re-election.

Save as disclosed above, Mr. Chan does not have any relationships with any other Directors, senior management or substantial or controlling shareholders of the Company within the meaning of the Listing Rules and there is no other matters concerning the abovementioned Directors that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to the requirements of rule 13.51(2) of the Listing Rules.

NOTICE OF SGM



新融宇集團(控股)有限公司
Infinity Financial Group (Holdings) Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of Infinity Financial Group (Holdings) Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 6 March 2018 at Room 2407, 24/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

“**THAT** the English name and Chinese secondary name of the Company be and is hereby changed from “Infinity Financial Group (Holdings) Limited 新融宇集團(控股)有限公司” to “Momentum Financial Holdings Limited 正乾金融控股有限公司” respectively (the “**Change of Company Name**”) with effect from the date of entry of the new English name and new Chinese secondary name on the Register of Companies by the Registrar of Companies in Bermuda; and any one director of the Company be and is hereby authorised to do such acts and things and execute all documents or make such arrangements as he/she may in his/her absolute discretion consider necessary or expedient to effect the Change of Company Name.

ORDINARY RESOLUTION

“**THAT** to re-elect Mr. Chan Chung Shu as the executive Director and the chairman of the Company and to authorize the Board to fix his remuneration.”

On behalf of the Board

Infinity Financial Group (Holdings) Limited

Chan Chung Shu

Chairman

Hong Kong, 7 February 2018

Notes:

1. In order to determine the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Thursday, 1 March 2018 to Tuesday, 6 March 2018 (both days inclusive), during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 28 February 2018.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/she or they represent as such member could exercise.

NOTICE OF SGM

3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any shares of the Company, any one of such joint holder may vote either in person or by proxy in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. As at the date hereof, the executive Directors of the Company are Mr. Chan Chung Shu and Mr. Ng Hoi, the independent non-executive Directors are Mr. Ho Man, Mr. Yeh Tung Ming and Mr. Zhang Hua.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7: 00 a.m. on the date of the SGM, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.1152.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.