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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Infinity Chemical Holdings Company Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “**Annual General Meeting**”) to be held at Falcon Room I, Gloucester Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 23 February 2011 at 3:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

18 January 2011

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Wednesday, 23 February 2011 at 3:00 p.m. at Falcon Room I, Gloucester Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate; and the proposed re-election of Directors
“All Reach”	All Reach Investments Limited, a company incorporated in BVI with limited liability on 2 December 2009, an investment holding company held by Mr. Jeong
“Article(s)” or “Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	Infinity Chemical Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Controlling Shareholders”	has the meaning ascribed to this term under the Listing Rules and, in the context of the Company, means All Reach and Mr. Jeong
“Directors”	the directors of the Company
“Final Dividend”	the proposed final dividend of HK1.8 cents per Share in respect of the year ended 30 September 2010 to Shareholders whose names appear on the Register on the Record Date
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	14 January 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Jeong”	Mr. Jeong Un, an executive Director and a Controlling Shareholder
“Mrs. Jeong”	Ms. Chan Sut Kuan, the spouse of Mr. Jeong. Under the laws of Macau, the regime of matrimonial property of Mr. Jeong and Mrs. Jeong is community (共同財產制)
“PRC”	the People’s Republic of China, which for the purpose of this circular exclude Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Record Date”	Friday, 11 February 2011, being the record date for determining entitlements of the Shareholders to the Final Dividend
“Register”	the register of members of the Company
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Registrar”	Tricor Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong (or other share registrar as the Company may from time to time appoint)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers, as amended from time to time
“%”	per cent.



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)

Executive Directors:

Mr. Jeong Un (*Chairman*)
Mr. Ip Chin Wing
Mr. Ip Ka Lun
Mr. Stephen Graham Prince

Registered office:

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

Independent non-executive Directors:

Mr. Chan Wing Yau George
Mr. Ho Gilbert Chi Hang
Mr. Poon Yick Pang Philip

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

Unit 6, 11/F., Wayson Commercial Building,
28 Connaught Road West,
Hong Kong

18 January 2011

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors and the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant the General Mandate and the Repurchase Mandate to the Directors.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued Shares as at the date of granting the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 500,000,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 100,000,000 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 50,000,000 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) or any applicable laws of the

LETTER FROM THE BOARD

Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Article 83(3) of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall be eligible for re-election. As all Directors were appointed by the Board, all of them shall retire and, being eligible, offer themselves for re-election at the AGM. Particulars of all the Directors are set out in Appendix II to this circular.

FINAL DIVIDEND

As stated in the announcement issued by the Company dated 29 December 2010 relating to the annual results of the Group for the year ended 30 September 2010, the Board recommends the payment of the Final Dividend of HK1.8 cents per Share for the year ended 30 September 2010 to Shareholders whose names appear on the Register on the Record Date. The Final Dividend is subject to approval by the Shareholders at the AGM and a resolution will be proposed to the Shareholders for voting at the AGM.

Closure of Register

The Register will be closed from Monday, 14 February 2011 to Friday, 18 February 2011 (both dates inclusive) in order to determine the Shareholders' entitlements to the Final Dividend, during which no transfer of Shares will be registered.

To qualify for the Final Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Share Registrar for registration no later than 4:00 p.m. on Friday, 11 February 2011.

Shareholders whose names appear on the Register on the Record Date, i.e. Friday, 11 February 2011 will be entitled to the Final Dividend.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Falcon Room I, Gloucester Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 23 February 2011 at 3:00 p.m. is set out on pages 16 to 20 of this circular. Ordinary resolutions will be proposed at

LETTER FROM THE BOARD

the AGM to approve, among other things, the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll in accordance with the Listing Rules and an announcement will be made by the Company after the AGM on the results of the AGM.

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 Company. 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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

By order of the Board
Infinity Chemical Holdings Company Limited
Jeong Un
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their respective associates, have a present intention, in the event that the proposal is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,000,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 50,000,000 fully paid Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funded legally available under the Cayman Islands law and the memorandum of association of the Company and the Articles of Association and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 30 September 2010, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange from 12 August 2010, being the date of listing of the Shares on the Stock Exchange, and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
August	1.21	0.67
September	1.06	0.80
October	0.99	0.80
November	0.86	0.68
December	0.83	0.68
2011		
January	0.83	0.74

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Percentage holding
All Reach	337,500,000 (L) <i>(Note 1)</i>	67.50%
Mr. Jeong	337,500,000 (L) <i>(Note 1)</i>	67.50%
Mrs. Jeong	337,500,000 (L) <i>(Note 1 and 2)</i>	67.50%

Notes:

1. The entire issued share capital of All Reach is wholly and beneficially owned by Mr. Jeong. By virtue of the SFO, Mr. Jeong, an executive Director, is deemed to be interested in the entire 337,500,000 Shares held by All Reach. Mrs. Jeong, being the spouse of Mr. Jeong, is also deemed to be interested in the 337,500,000 Shares under the SFO.
2. According to the laws of Macau, the regime of matrimonial property of Mr. Jeong and Mrs. Jeong is community (共同財產制).

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name	Percentage holding
All Reach	75.00%
Mr. Jeong	75.00%
Mrs. Jeong	75.00%

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the voting rights of each of All Reach, Mr. Jeong and Mrs. Jeong in the Company would increase to approximately 75% of the then issued share capital of the Company. The Directors consider that such an increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

At as the Latest Practicable Date, the Directors have no intention to exercise any of the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) since 12 August 2010, being the date of listing of the Shares on the Stock Exchange up to the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) MR. IEONG — CHAIRMAN AND EXECUTIVE DIRECTOR

Mr. Jeong, aged 56, being a founder of the Group, is the chairman of the Board and the chief executive officer of the Group. Mr. Jeong is primarily responsible for (i) the Group's strategic planning including geographical and network expansion of the Group's business such as expansion of customers' base and penetration of business in the domestic adhesive industry in the PRC; (ii) product research and development; (iii) enhancement of the Group's capability in marketing and promotion as well as technical assistance to customers; and (iv) positioning the Group in the adhesive industry. Mr. Jeong, being one of the founders of the Group in 1990, has been leading the Group from engaging in adhesive distribution business to adhesive development, sale and production business. Mr. Jeong has approximately 20 years' experience in the adhesive related industry. Prior to the establishment of the Group in 1990, Mr. Jeong held a senior management position of Luen Ying Hong Company Limited, a distributor of petroleum related products for more than 6 years in Macau. During such employment, Mr. Jeong was responsible for the management of the business operation, and the marketing and technical services team. Mr. Jeong is the sole shareholder and sole director of All Reach, the Controlling Shareholder.

Mr. Jeong is also director of certain subsidiaries of the Group. Other than acting as an executive Director or director of other companies within the Group as disclosed herein, Mr. Jeong did not hold any directorship in any other listed companies in the past three years.

Mr. Jeong was appointed as Director for an initial term of three years commencing from 12 August 2010 and his annual director's fee is HK\$1,800,000 which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr. Jeong does not have any relationship with any Directors, senior management or substantial or Controlling Shareholders and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, the number of Shares held by All Reach was 337,500,000. The entire issued share capital of All Reach is wholly and beneficially owned by Mr. Jeong. Save as disclosed above, as at the Latest Practicable Date, Mr. Jeong does not have any interest or is deemed to be interested in any Share of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Jeong that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Jeong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(2) MR. IP CHIN WING — EXECUTIVE DIRECTOR

Mr. Ip Chin Wing, aged 56, is a deputy general manager of the Group. He is responsible for the management and daily operation of the Group and also assists the chairman of the Board in formulating the business strategies and implementing corporate and operational decisions. Prior to joining the Group in 2001, Mr. Ip Chin Wing served as a general manager of Dongguan Advanced Coatings Company Limited, a sino-foreign joint venture company registered in the PRC. In 2009, Mr. Ip Chin Wing was awarded by 中國生產力學會 (China Society of Productivity) and 中國企業報社 (China Enterprise Newspapers Office) as China enterprise innovative and outstanding person of the year 2009 (2009年度中國企業創新優秀人物). Mr. Ip Chin Wing obtained a certificate in industrial trade instruction from The Hong Kong Technical Teachers' College in 1982.

Mr. Ip Chin Wing was appointed as Director for an initial term of three years commencing from 12 August 2010 and his annual director's fee is HK\$1,200,000 which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr. Ip Chin Wing does not have any relationship with any Directors, senior management or substantial or Controlling Shareholders and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Ip Chin Wing that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Ip Chin Wing that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(3) MR. IP KA LUN — EXECUTIVE DIRECTOR

Mr. Ip Ka Lun, aged 56, is a deputy general manager of the Group. He is responsible for overseeing the treasury and administrative functions of the Group and also assists the chairman of the Board in formulating the business strategies and implementing corporate and operational decisions. Mr. Ip Ka Lun has 16 years' experience of overseeing the operation of accounting and finance departments. Prior to joining the Group in 2000, he was the manager of finance and accounts department of Yaohan Department Store (H.K.) Limited in Hong Kong from 1984 to 1997. He joined Noble City Holdings Limited, a holding company carrying out construction materials related business in the PRC, as a finance manager from 1998 to 2000. Mr. Ip Ka Lun obtained a bachelor degree in business from Tamkang University in 1977.

Mr. Ip Ka Lun was appointed as Director for an initial term of three years commencing from 12 August 2010 and his annual director's fee is HK\$1,200,000 which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr. Ip Ka Lun does not have any relationship with any Directors, senior management or substantial or Controlling Shareholders and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Ip Ka Lun that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Ip Ka Lun that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(4) MR. STEPHEN GRAHAM PRINCE — EXECUTIVE DIRECTOR

Mr. Stephen Graham Prince, aged 48, is an executive Director and also the director of business and marketing of the Group. He is responsible for overseeing all sales and marketing functions of the Group. Prior to joining the Group in 2005, Mr. Stephen Graham Prince worked as a general manager of Interliance LLC. and was the chief representative of this company in Shanghai, responsible for project management, business intelligence and operational strategy. Mr. Stephen Graham Prince graduated from Audrey Cohen College in the U.S. with a bachelor of business administration degree in 1992 and obtained a master degree of business administration from Fordham University in 2001.

Mr. Stephen Graham Prince was appointed as Director for an initial term of three years commencing from 12 August 2010 and his annual director's fee is HK\$1,200,000 which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr. Stephen Graham Prince does not have any relationship with any Directors, senior management or substantial or Controlling Shareholders and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Stephen Graham Prince that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Stephen Graham Prince that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**(5) MR. CHAN WING YAU GEORGE — INDEPENDENT NON-EXECUTIVE
DIRECTOR**

Mr. Chan Wing Yau George, aged 55, is an independent non-executive Director. He joined the Group in March 2010. He is the Chairman and Chief Executive Officer of Capital Focus Asset Management Limited and an independent non-executive director of Weiqiao Textile Company Limited (stock code: 2698), a company listed on the main board of the Stock Exchange. He had been a director of Jardine Fleming Investment Services Limited. After leaving Jardine Fleming Investment Services Limited, he joined HSBC Asset Management Hong Kong Limited as an executive director. He has extensive experience

in fund management. Mr. Chan Wing Yau George had held several positions of public services, such as a member of the Financial Services Advisory Committee of the Hong Kong Trade Development Council, the chairman of Investment Sub-Committee of and board member of Ocean Park Corporation, and the chairman of the Hong Kong Investment Funds Association China Sub-Committee. Mr. Chan Wing Yau George obtained a bachelor of mathematics from the University of Waterloo in 1978.

Mr. Chan Wing Yau George was appointed as Director for an initial term of three years commencing from 12 August 2010 and his annual director's fee is HK\$120,000 which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr. Chan Wing Yau George does not have any relationship with any Directors, senior management or substantial or Controlling Shareholders and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Chan Wing Yau George that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chan Wing Yau George that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**(6) MR. HO GILBERT CHI HANG — INDEPENDENT NON-EXECUTIVE
DIRECTOR**

Mr. Ho Gilbert Chi Hang, aged 34, is an independent non-executive Director. He joined the Group in March 2010. He is the senior investment director of New World Development Company Limited (stock code: 17), and an executive director of New World Strategic Investment Limited. He is also a non-executive director of New Environmental Energy Holdings Limited (stock code: 3989) and Renhe Commercial Holdings Company Limited (stock code: 1387) and an independent non-executive director of Kam Hing International Holdings Limited (stock code: 2307), all of which are companies listed on the main board of the Stock Exchange. Mr. Ho Gilbert Chi Hang has extensive experience in the area of corporate management, investments, corporate finance and merger and acquisition transactions and was a partner of an international law firm, Fried, Frank, Harris, Shriver and Jacobson LLP. He is a committee member of the Chinese People's Political Consultative Conference of Shenyang. Mr. Ho Gilbert Chi Hang obtained a Bachelor of Commerce degree and a Bachelor of Laws degree from the University of Sydney, Australia in 1998 and 1999, respectively, and he was admitted as a solicitor in New South Wales and Australia in 1999 and England and Wales in 2001.

Mr. Ho Gilbert Chi Hang was appointed as Director for an initial term of three years commencing from 12 August 2010 and his annual director's fee is HK\$120,000 which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr. Ho Gilbert Chi Hang does not have any relationship with any Directors, senior management or substantial or Controlling Shareholders and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Ho Gilbert Chi Hang that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Ho Gilbert Chi Hang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(7) MR. POON YICK PANG PHILIP — INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Poon Yick Pang Philip, aged 41, was appointed as an independent non-executive Director in March 2010. Mr. Poon Yick Pang Philip has over 15 years of corporate finance and accounting experience. He is a company secretary of Ruinian International Limited (stock code: 2010), a company listed on the main board of the Stock Exchange. He was the director of finance of China Medical Technologies, Inc., a NASDAQ listed company engaged in the manufacture and sales of advanced medical devices in the PRC from 2007 to 2008, and the senior vice president and company secretary of Paradise Entertainment Limited (formerly known as LifeTec Group Limited) (stock code: 1180), a company listed on the main board of the Stock Exchange, from 2002 to 2007. Mr. Poon Yick Pang Philip also served various positions in Advent International Corporation, a global private equity firm, and worked at Legend Holdings Limited and Sun Hung Kai Properties Limited (stock code: 16), a company listed on the main board of the Stock Exchange. Mr. Poon Yick Pang Philip obtained a bachelor of commerce degree from the University of New South Wales in 1993 and is a holder of a Chartered Financial Analyst charter awarded by the CFA Institute in 2001, obtained a Certified Practising Accountant of the CPA Australia in 1996 and a fellow member of the Hong Kong Institute of Certified Public Accountants in 2006.

Mr. Poon Yick Pang Philip was appointed as Director for an initial term of three years commencing from 12 August 2010 and his annual director's fee is HK\$120,000 which was determined by the Company with reference to the duties and level of responsibilities and the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr. Poon Yick Pang Philip does not have any relationship with any Directors, senior management or substantial or Controlling Shareholders and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Mr. Poon Yick Pang Philip that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Poon Yick Pang Philip that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

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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 IS HEREBY GIVEN that an annual general meeting of Infinity Chemical Holdings Company Limited (the “**Company**”) will be held at Falcon Room I, Gloucester Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 23 February 2011 at 3:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 30 September 2010;
2. To approve the recommended final dividend of HK1.8 cents per share of HK\$0.01 each in the capital of the Company;
3.
 - (a) To re-elect Mr. Jeong Un as executive Director;
 - (b) To re-elect Mr. Ip Chin Wing as executive Director;
 - (c) To re-elect Mr. Ip Ka Lun as executive Director;
 - (d) To re-elect Mr. Stephen Graham Prince as executive Director;
 - (e) To re-elect Mr. Chan Wing Yau George as independent non-executive Director;
 - (f) To re-elect Mr. Ho Gilbert Chi Hang as independent non-executive Director;
 - (g) To re-elect Mr. Poon Yick Pang Philip as independent non-executive Director; and
 - (h) To authorise the board of Directors to fix the Directors’ remuneration;
4. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

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AS SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 6),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable law of Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. To consider and, if thought fit, to pass with or without modification the following ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the

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issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable law of Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

7. To consider and, if thought fit, to pass with or without modification the following ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 5 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By order of the Board
Infinity Chemical Holdings Company Limited
Lau Chan Wing Raymond
Company Secretary

Hong Kong, 18 January 2011

Registered office:
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Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head office of the Group:
Rua de Pequim No. 202A-246
Macau Finance Centre
16 Andar A-D, Macau

Principal place of business in Hong Kong:
Unit 6, 11/F., Wayson Commercial Building,
28 Connaught Road West,
Hong Kong

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Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. In relation to proposed resolutions nos. 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of the Company of a General Mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
4. In relation to proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.