

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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: 00640)

CONTINUING CONNECTED TRANSACTION

On 27 February 2013, Mr. Jeong entered into the Lease Agreement with Zhuhai Centresin, a wholly owned subsidiary of the Company, pursuant to which Mr. Jeong has agreed to grant the Lease to Zhuhai Centresin for a term of three years commencing from 1 March 2013 to 29 February 2016 at a monthly rent of RMB97,000 (equivalent to approximately HK\$120,318) for the first twelve months and annual increment of 5% for the subsequent two years, i.e. the annual consideration for the year ending 28 February 2014 will be RMB1,164,000 (equivalent to approximately HK\$1,443,810), for the year ending 28 February 2015 will be RMB1,222,200 (equivalent to approximately HK\$1,516,001) and for the year ending 29 February 2016 will be RMB1,283,310 (equivalent to approximately HK\$1,591,801).

The annual cap for each of the above-mentioned three years is determined with reference to the monthly rent as set out in the Lease Agreement.

As Mr. Jeong is a connected person of the Company under Chapter 14A of the Listing Rules, the entering into of the Lease Agreement therefore constitutes continuing connected transaction on the part of the Company. Since each of the percentage ratios (other than the profits ratio) is less than 5%, the Lease is subject to reporting and announcement requirements under Rule 14A.34 of the Listing Rules and is exempt from the independent Shareholders' approval requirement.

THE LEASE AGREEMENT

Date: 27 February 2013

Parties (1) Landlord: Mr. Jeong,
(2) Tenant: Zhuhai Centresin

Mr. Jeong is the chairman of the Board, an executive Director and a substantial Shareholder, who is holding (both in person and through his wholly-owned corporation) 343,396,000 Shares in aggregate, representing approximately 68.68% of the issued share capital of the Company as at the date of this announcement.

Subject of the Lease

Pursuant to the Lease Agreement, Mr. Jeong has agreed to grant the Lease to Zhuhai Centresin for a term of three years commencing from 1 March 2013 to 29 February 2016 at a monthly rent of RMB97,000 (equivalent to approximately HK\$120,318) for the first twelve months and annual increment of 5% for the subsequent two years, i.e. the annual consideration for the year ending 28 February 2014 will be RMB1,164,000 (equivalent to approximately HK\$1,443,810), for the year ending 28 February 2015 will be RMB1,222,200 (equivalent to approximately HK\$1,516,001) and for the year ending 29 February 2016 will be RMB1,283,310 (equivalent to approximately HK\$1,591,801).

Other salient terms of the Lease Agreement

Pursuant to the Lease Agreement, Mr. Jeong granted a right to Zhuhai Centresin to sub-lease the Office Premises in whole to other third parties.

Pursuant to the Lease Agreement, Zhuhai Centresin shall be liable to pay all the rent tax, stamp duty, management fee and other out-goings in respect of the Office Premises.

Annual cap

Pursuant to the Lease Agreement, the annual cap for the year ending 28 February 2014 will be RMB1,164,000 (equivalent to approximately HK\$1,443,810), for the year ending 28 February 2015 will be RMB1,222,200 (equivalent to approximately HK\$1,516,001) and for the year ending 29 February 2016 will be RMB1,283,310 (equivalent to approximately HK\$1,591,801).

The annual cap for each of the above-mentioned three years is determined with reference to the monthly rent as set out in the Lease Agreement.

The rent was determined with reference to the market rental value of similar commercial premises in the vicinity, on normal commercial terms and on terms no less favourable to the Group than terms available to Independent Third Parties.

REASONS FOR THE LEASE

On 31 March 2010, Zhong Bu Centresin (Guangzhou) Company Limited (中部樹脂(廣州)有限公司#), a wholly-owned subsidiary of the Company, entered into a leasing agreement for renting from Mr. Jeong the Office Premises at a monthly rent of RMB60,000. With effect from 19 October 2010, Zhong Bu Centresin (Guangzhou) Company Limited (中部樹脂(廣州)有限公司#) sub-leased the Office Premises to Zhuhai Centresin at a monthly rent of RMB60,000. Since then, the Office Premises has been mainly occupied by Zhuhai Centresin as its main office in Guangzhou. The existing lease agreement in respect of the Office Premises will expire on 2 February 2013. The Lease is a continuity of the existing lease of the Office Premises. The Lease Agreement was arrived at after arm's length negotiation between the parties with reference to the market rental value of similar commercial premises in the vicinity, on normal commercial terms and on terms no less favourable to the Group than terms available from Independent Third Parties.

The Directors take the view that the grant of the Lease enables Zhuhai Centresin to continue to use the Office Premises as its main office in Guangzhou without incurring additional costs because Zhuhai Centresin needs not to find and move to new premises and needs not to incur

additional moving and renovation costs. The Director consider that the Lease (including the consideration payable thereunder) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As Mr. Jeong is a connected person of the Company under Chapter 14A of the Listing Rules, the entering into of the Lease Agreement therefore constitutes continuing connected transaction on the part of the Company. Since each of the percentage ratios (other than the profits ratio) is less than 5%, the Lease is subject to reporting and announcement requirements under Rule 14A.34 of the Listing Rules and is exempt from the independent Shareholders' approval requirement.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meanings ascribed to them below:

“Board”	the board of Directors
“Company”	Infinity Chemical Holdings Company Limited, a company incorporated in Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to it in the Listing Rules
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	third parties independent of the Company and its connected persons
“Lease”	the leasing of the Office Premises by Mr. Jeong to Zhuhai Centresin pursuant to the Lease Agreement
“Lease Agreement”	the lease agreement dated 27 February 2013 and made between Mr. Jeong and Zhuhai Centresin for the grant of the lease in respect of the Office Premises by Mr. Jeong to Zhuhai Centresin
“Listing Rule”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Jeong”	Mr. Jeong Un, an executive Director and chairman of the Board and the controlling Shareholder
“Office Premises”	the office premises of the gross floor area of approximately 2,000 square metres and located at House nos. 201 to 210 on Level 2, Nos. 79 to 111, Yiju Street, Nanzhou Road, Haizhu District, Guangzhou City, Guangdong Province, the PRC (中國廣東省廣州市海珠區南洲路怡居街79-111號2樓201-210號#)

“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhuhai Centresin”	Guangzhou Branch, Centresin Chemical Products Ltd., Zhuhai (珠海市澤濤黏合製品有限公司廣州分公司), a company established in the PRC with limited liability and the tenant under the Lease Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

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

Hong Kong, 27 February 2013

the English translations of Chinese names or words in this announcement, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.

For the purpose of this announcement, unless otherwise indicated, conversion of RMB into HK\$ is calculated at the approximate exchange rate of RMB0.8062 to HK\$1.00. The exchange rate is for illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be exchanged at this or any other rate at all.

As at the date of this announcement, the Board comprises four 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.