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



INFINITY CHEMICAL HOLDINGS COMPANY LIMITED

星謙化工控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 640)

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (“EGM”) of Infinity Chemical Holdings Company Limited (the “Company”) to be held at Empire Room I, 1/F, Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Monday, 2 December 2013 at 10:30 a.m., is set out on pages 5 to 6 of this circular.

A form of proxy for the EGM is enclosed with this circular. Whether or not holders of the issue shares of the Company intend to attend the EGM, they are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

4 November 2013

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 23 October 2013 in relation to the proposed Removal and Appointment
“Appointment”	the appointment of Lau & Au Yeung as the new auditors of the Group
“Articles”	the articles of association of the Company (as may be amended from time to time)
“Board”	the board of Directors
“Company”	Infinity Chemical Holdings Company Limited (Stock Code: 640), a company incorporated in Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Deloitte”	Deloitte Touche Tohmatsu, the existing auditors of the Group
“Director(s)”	the director(s) of the Company
“EGM”	The extraordinary general meeting of the Company to be held at Empire Room I, 1/F, Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on 2 December 2013 at 10:30 a.m.
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	31 October 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Lau & Au Yeung”	Lau & Au Yeung C.P.A. Limited, the proposed new auditors of the Company to be appointed in place of Deloitte
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Removal”	the proposed removal of Deloitte as the auditors of the Group
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



INFINITY CHEMICAL HOLDINGS COMPANY LIMITED

星謙化工控股有限公司

(Incorporated in 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
Mr. Tong Yiu On

Registered Office:

Cricket Square
Hutchins Drive, PO 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

Principal Place of business

in Hong Kong:
19/F, Prosperity Tower
No. 39 Queen's Road Central
Central
Hong Kong

4 November 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in relation to the proposed Removal and Appointment. The purpose of this circular is to provide the Shareholders with further information in relation to the proposed change of auditors.

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITORS

Introduction

The Board proposes that, subject to the passing of necessary resolutions at the EGM, Deloitte shall be removed as the auditors of the Group. The Board also proposes to appoint Lau & Au Yeung as the new auditors of the Group and to hold office until the conclusion of the next annual general meeting of the Company in accordance with the Articles.

The reason for the proposed Removal and Appointment is due to a disagreement between the Board and Deloitte on the audit fees payable for the financial year ended 30 September 2013.

Matters to be brought to the attention of the Shareholders

On 24 October 2013, the Company received a letter from Deloitte which sets out matters which Deloitte considered should be brought to the attention of the Shareholders in relation to the change of auditors of the Company.

Set out below is an extract of the relevant paragraph of the Letter:

“We wish to remind you of your obligation in terms of section 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to make an announcement regarding the change in auditor. The Company is required to inform the Stock Exchange immediately of any decision made concerning any change of auditor and to publish an announcement as soon as practicable. The Announcement should include reasons for the change and details of any other matters that need to be brought to the attention of holders of the securities of the Company. In this regard, we confirm that from our perspective there are no matters in addition to those noted above that need to be brought to the attention of holders of securities of the Company.”

The Announcement disclosing the proposed Removal and Appointment and the reason therefor has already been published on 23 October 2013, and to the best of the Directors’ knowledge, save as disclosed above, there are no circumstances in respect of the proposed Removal and Appointment which should be brought to the attention of the Shareholders.

GENERAL

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders have material interest in the proposed Removal and Appointment and are required to abstain from voting in respect of the respective resolutions to approve the Removal and Appointment.

LETTER FROM THE BOARD

EGM

Set out on pages 5 to 6 of this circular is the notice to convene and hold the EGM at Empire Room I, 1/F, Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on 2 December 2013 at 10:30 a.m.. It is proposed that at the EGM, special resolution for the approval of the Removal and ordinary resolution for the approval of the Appointment be proposed to the Shareholders for their consideration and voting at the EGM. Voting will be conducted by poll pursuant to the Listing Rules.

Each Shareholder who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether they are Shareholders or not, to attend and vote at the EGM on his behalf.

The proxy form for use in connection with the EGM is enclosed with this circular.

Whether or not you are able to attend the meeting, you are required to complete and return the enclosed proxy form to the branch share registrar of the Company, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

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.

RECOMMENDATIONS

The Directors consider that the Removal and Appointment are fair and reasonable and 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 special resolution to approve the Removal and the ordinary resolution to approve the Appointment.

Yours faithfully,
For and on behalf of the Board
Tong Yiu On
Executive Director

NOTICE OF EGM



INFINITY CHEMICAL HOLDINGS COMPANY LIMITED

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(Incorporated in Cayman Islands with limited liability)

(Stock code: 640)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of Infinity Chemical Holdings Company Limited (the “**Company**”) will be held at Empire Room I, 1/F, Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on 2 December 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

“**THAT** Deloitte Touche Tohmatsu be and is hereby removed as the auditors of the Company and its subsidiaries with immediate effect.”

ORDINARY RESOLUTION

“**THAT** subject to the passing of the special resolution above, Lau & Au Yeung C.P.A. Limited be and is hereby appointed as the auditors of the Company and its subsidiaries with immediate effect and the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By Order of the Board
Tong Yiu On
Executive Director

Hong Kong, 4 November 2013

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one proxy or, if the member holds two or more Shares, to appoint more than one 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.

NOTICE OF EGM

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 the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
4. Unless otherwise specified herein, capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 4 November 2013.