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If you are in doubt about 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 Financial Group (Holdings) Limited** (the “Company”), you should at once hand this circular with the accompanying form of proxy to the purchaser or 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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*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1152)**

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

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 annual general meeting (the “AGM”) to be held at Suites 1208–10, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on Wednesday, 3 June 2015 at 10:30 a.m. is set out on pages 13 to 16 of this circular. A form of proxy for use at the AGM is enclosed. 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 return the same to the office of the Company’s branch share registrar in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM 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 AGM or at any adjournment thereof (as the case may be) should you so wish.

27 April 2015

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held and convened at Suites 1208–10, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on Wednesday, 3 June 2015 at 10:30 a.m., notice of which is set out on pages 13 to 16 of this circular or, where the context so requires any adjournment thereof
“Billion Mission”	Billion Mission Limited, a company incorporated in Anguilla with limited liability and wholly and beneficially owned by Mr. Zheng Qiang, an executive Director and substantial Shareholder of the Company
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Chance Talent”	Chance Talent Management Limited, a company incorporated in the British Virgin Islands with limited liability
“Company”	Infinity Financial Group (Holdings) Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 1152)
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“IAM”	Integrated Asset Management (Asia) Limited, a company incorporated in the British Virgin Islands with limited liability and wholly and beneficially owned by Mr. Yam Tak Cheung, a substantial Shareholder of the Company
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with additional Shares up to the amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM

## DEFINITIONS

“Latest Practicable Date”	22 April 2015, being the latest practicable date prior to printing of this circular for the purpose of ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice to convene the AGM set out on pages 13 to 16 of this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to the amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanxi Coking Coal Electrical”	Shanxi Coking Coal Electrical (Hong Kong) Company Limited, a company incorporated in Hong Kong with limited liability and wholly and beneficially owned by Shanxi Coking Coal Group Company Limited, a substantial Shareholder of the Company
“Share(s)”	ordinary shares of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Top Star”	Top Star Group Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and wholly and beneficially owned by Mr. Sit Yau Chiu, an executive Director and substantial Shareholder of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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. Yu Xueming (*Chairman*)  
Mr. Yu Chuanfu (*Chief Executive Officer*)  
Mr. Sit Yau Chiu  
Mr. Zheng Qiang  
Mr. Han Hanting

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-Executive Director:*

Mr. Chan Yee, Herman

*Headquarter and Principal Place of*

*Business in Hong Kong:*

Suites 1208–10  
Dah Sing Financial Centre  
108 Gloucester Road  
Wanchai  
Hong Kong

*Independent Non-Executive Directors:*

Mr. Wang Wei Hung, Andrew  
Mr. Sin Ka Man  
Mr. Zhao Lixin

27 April 2015

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO  
ISSUE SHARES AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING 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 Issue Mandate and the Repurchase Mandate; and (ii) the re-election of retiring Directors.

The purpose of this circular is to provide you with the Notice of AGM and information reasonable and necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

## **LETTER FROM THE BOARD**

### **PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

#### **Issue Mandate**

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on 4 June 2014, the Directors have been granted a general and unconditional mandate to allot, issue and deal with additional Shares up to the amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue. Such mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM that the Directors be granted a general and unconditional mandate to allot, issue and deal with additional Shares up to the amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution to approve the Issue Mandate.

As at the Latest Practicable Date, the number of Shares in issue was 952,000,000 Shares. Subject to the passing of the ordinary resolution for the approval of the Issue Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with additional Shares up to a maximum of 190,400,000 new Shares, representing 20% of the issued share capital of the Company at the date of passing the resolution to approve the Issue Mandate.

An ordinary resolution will also be proposed to authorise the extension of the Issue Mandate by an addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate (if granted).

Details of the Issue Mandate and the extension of the Issue Mandate are set out in ordinary resolutions no. 4B and 4C in the Notice of AGM respectively.

#### **Repurchase Mandate**

Pursuant to the ordinary resolution passed at the annual general meeting of the Company held on 4 June 2014, the Directors have been granted a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares up to the amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue. Such mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares up to the amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution to approve the Repurchase Mandate.

As at the Latest Practicable Date, the number of Shares in issue was 952,000,000 Shares. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable

## **LETTER FROM THE BOARD**

Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 95,200,000 Shares, representing 10% of the issued share capital of the Company as at date of passing the resolution to approve the Repurchase Mandate.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The Repurchase Mandate and the Issue Mandate, if granted, will continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the Repurchase Mandate and the Issue 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 Bye-laws or any applicable law to be held; or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders at a general meeting of the Company, whichever occurs first.

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with bye-law 84 of the Bye-laws, at each annual general meeting of the Company one third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Board has determined that Mr. Han Hanting and Mr. Sin Ka Man shall retire from their offices as executive Director and independent non-executive Director respectively at the AGM. Being eligible, Mr. Han Hanting and Mr. Sin Ka Man would offer themselves for re-election.

In accordance with bye-law 84 of the Bye-laws, Mr. Zhao Lixin, whose appointment of independent non-executive Director took effect from 31 December 2014, shall hold office until the AGM and then be eligible for re-election. Mr. Zhao Lixin has been recommended by the Board and would offer himself for re-election.

Biographical details and other information of the Directors who are to be re-elected at the AGM are set out in the Appendix II to this circular.

### **THE AGM**

A notice convening the AGM to be held at Suites 1208–10, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on Wednesday, 3 June 2015 at 10:30 a.m. is set out on pages 13 to 16 of this circular.

A form of proxy for use at the AGM is enclosed. 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 return the same to the Company's branch share registrar, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for

## LETTER FROM THE BOARD

holding the AGM 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 AGM 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-law 66 of the Bye-laws, any vote of the Shareholders at a general meeting must be taken by way of a poll and therefore, the proposed resolutions are to be decided by way of a poll. An announcement will be made by the Company after the conclusion of the AGM on the poll results of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief and there are no other matters the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Directors are of the opinion that the proposed grant of the Issue Mandate, the Repurchase Mandate and the extension of Issue Mandate and the proposed re-election of retiring Directors are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions as set out in the Notice of AGM.

### GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular and the Notice of AGM. In the event of inconsistency, the English texts of this circular shall prevail over the Chinese texts.

On behalf of the Board  
**Infinity Financial Group (Holdings) Limited**  
**Yu Xueming**  
*Chairman*



This appendix includes an explanatory statement to be presented to the Shareholders under the Listing Rules concerning the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 952,000,000 Shares.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued and repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 95,200,000 Shares, representing 10% of the issued share capital of the Company as at the date of passing the resolution to approve the Repurchase Mandate.

### **2. REASONS FOR SHARE REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company, the Group and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earning per Share. The Directors are seeking the grant of a general mandate to repurchase the Shares to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Repurchase will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the applicable laws in Hong Kong and Bermuda. Such funds may include capital paid upon the repurchased Shares, fund otherwise available for dividend or distribution, and the proceeds of issue of new Shares made for the purpose of the repurchase. In the event that the Repurchase Mandate was to be exercised out in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Company's annual report for the year ended 31 December 2014. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing ratio which in the opinion of the Directors are from time to time appropriate for the Company.

**4. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders. No other core connected persons (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

**5. 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 Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

**6. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any Shares in the six months preceding the Latest Practicable Date.

## 7. SHARE PRICE

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2014</b>		
April	1.50	0.91
May	1.45	1.06
June	1.22	1.03
July	1.29	1.05
August	1.28	1.09
September	1.23	0.97
October	1.18	0.98
November	1.38	0.99
December	1.08	0.97
<b>2015</b>		
January	1.15	0.91
February	1.05	0.98
March	1.00	0.90
April (up to and including the Latest Practicable Date)	1.18	0.91

## 8. TAKEOVERS CODE

If as a result of the Directors exercising the powers to repurchase Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the substantial shareholders having interests in 10% or more of the issued share capital of the Company were:

Name of Shareholder	Number of the Shares held	Approximate % shareholding	
		As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Top Star	208,000,000	21.85%	24.28%
Billion Mission	208,000,000	21.85%	24.28%
IAM	177,000,000	18.59%	20.66%
Shanxi Coking Coal Electrical	120,000,000	12.61%	14.01%
Chance Talent ( <i>Note 1</i> )	416,000,000	43.70%	48.55%

*Note:*

- (1) On 18 November 2014, a share mortgage was entered into amongst Top Star and Billion Mission as the security providers, and Chance Talent as the agent, in respect of all the Shares held by each of Top Star and Billion Mission. Central Huijin Investment Ltd. holds 57.26% equity interest in China Construction Bank Corporation which is the beneficial owner of 100% of the issued share capital of Chance Talent, and is therefore deemed to be interested in the 416,000,000 shares held by Chance Talent under the SFO

On the basis of 952,000,000 Shares in issue, if the Directors exercise in full the power to repurchase Shares which is proposed to be granted at the AGM and assuming no further Shares are issued by the Company, the interest of each of abovementioned substantial shareholders in the issued share capital of the Company would be increased as shown in the above table. The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase of Shares pursuant to the Repurchase Mandate and have no intention to exercise the Repurchase Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than 25%.

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM:

**Mr. Han Hanting (“Mr. Han”)**, aged 30, has more than 7 years of experience in investment banking industry. He has been an investment manager of Fortune Assets Management Limited, a wholly owned subsidiary of China Fortune Group Limited (Stock Code: 290) which is listed on the main board of the Stock Exchange. Prior thereto, he was research associate in CCB International Securities Limited and debt capital market in UBS, Investment Bank. Mr. Han obtained his bachelor degree from University of Warwick majoring in Mathematics, Operational Research, Statistics and Economics in July 2006.

Mr. Han has entered into a service agreement with the Company as an executive Director for a term of two years commencing from 16 May 2013. He is subject to retirement and rotation for at least once every three years and re-election at AGMs in accordance with the Bye-laws.

Currently, the Company pays emolument in the amount of HK\$600,000 per annum to Mr. Han. The emolument was determined by the Board with reference to his qualification, duties and responsibilities with the Company and the market benchmark.

**Mr. Sin Ka Man (“Mr. Sin”)**, aged 47, has over 20 years of professional experience in auditing, accounting and financial management for both private and listed corporations. He became an associate member of The Hong Kong Institute of Certified Public Accountants (the “HKICPA”) (formerly known as Hong Kong Society of Accountants) in January 1996, a fellow member of the Association of Chartered Certified Accountants in July 1997 and a certified practising accountant of the CPA Australia in December 2000. Mr. Sin obtained his bachelor degree in Social Sciences from the University of Hong Kong in December 1989, master degree in Finance from the University of Strathclyde, the United Kingdom in November 1993 and a master degree in Accounting from Curtin University of Technology, Australia in June 1998.

Mr. Sin is currently the company secretary of Huayu Expressway Group Limited (Stock Code: 1823), a company listed on the main board of the Stock Exchange. Mr. Sin serves as an independent non-executive director of Chinese People Holdings Company Limited (Stock Code: 0681), PNG Resources Holdings Limited (formerly known as LeRoi Holdings Limited) (Stock Code: 0221), Xtep International Holdings Limited (Stock Code: 1368) and Sino Haijing Holdings Limited (Stock Code: 1106), all of which are currently listed on the main board of the Stock Exchange.

Mr. Sin has renewed a service agreement with the Company as an independent non-executive Director for a term of two years commencing from 11 October 2013. He is subject to retirement and rotation for at least once every three years and re-election at AGMs in accordance with the Bye-laws.

Currently, the Company pays director fee in the amount of HK\$200,000 per annum to Mr. Sin. The director fee was determined by the Board with reference to his qualification, duties and responsibilities with the Company and the market benchmark.

**Mr. Zhao Lixin (“Mr. Zhao”)**, aged 47, has over 20 years of professional experience in securities, initial public offerings and related investments, convertible debts, issue and allotment of securities and corporate auditing including asset restructuring and internal auditing. Mr. Zhao is a holder of various professional qualifications including being a non-practising member of The Chinese Institute of Certified Public Accountants and qualified to deal in securities and futures related business. He is also a Certified Public Valuer of the People’s Republic of China and a Registered Tax Agent of the People’s Republic of China. Mr. Zhao is currently the General Manager of Amston Investment Limited (常盛投資有限公司), an independent director of Zhong Hui Futures Co., Ltd.\* (中輝期貨經紀有限公司), Gelin Dahua Futures Co., Ltd.\* (格林大華期貨經紀有限公司), Shanxi Baiyuan Trousers Chain Management Co., Ltd. (山西百圓褲業連鎖經營股份有限公司) (stock code 002640.SZ) and Nafine Chemical Industry Group Co., Ltd (南風化工集團股份有限公司) (stock code 000737.SZ). Mr. Zhao was previously an independent director of Shanxi Lu’an Environmental Energy Development Co., Ltd. (山西潞安環能股份有限公司) (stock code 601699.SH) and Shanxi Tond Chemical Co., Ltd. (山西同德化工股份有限公司) (stock code 002360.SZ) in the last three years.

Mr. Zhao has entered into a service agreement with the Company as an independent non-executive Director for a term of two years commencing from 31 December 2014. He is subject to retirement and rotation for at least once every three years and re-election at AGMs in accordance with the Bye-laws.

Currently, the Company pays director fee in the amount of HK\$200,000 per annum to Mr. Zhao. The Director fee was determined by the Board with reference to his qualification, duties and responsibilities with the Company and the market benchmark.

Save as disclosed above, the abovementioned Directors do 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.

\* For identification purpose only

## NOTICE OF THE AGM



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 an annual general meeting of Infinity Financial Group (Holdings) Limited (the “Company”) will be held at Suites 1208-10, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on Wednesday, 3 June 2015 at 10:30 a.m. to consider and, if thought fit, pass (with or without modification) the following resolutions:

1. To receive and adopt the audited financial statements, directors’ reports and independent auditor’s report of the Company for the year ended 31 December 2014.
2. To re-elect the following retiring directors of the Company and to authorize the board of directors of the Company to fix the directors’ remuneration:
  - (A) Mr. Han Hanting as an executive director of the Company;
  - (B) Mr. Sin Ka Man as an independent non-executive director of the Company;
  - (C) Mr. Zhao Lixin as an independent non-executive director of the Company;
  - (D) to authorize the board of directors to fix the directors’ remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditor and to authorize the board of directors of the Company to fix its remuneration.
4. To consider, as special business, and if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
  - (A) **“THAT**
    - (a) subject to the paragraph (b) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed at any time and which is recognized by the Securities and Future Commission of Hong Kong and the Stock Exchange as amended from time to time for this purpose, subject to and in accordance with all applicable law, be and is hereby generally and unconditionally approved;

## NOTICE OF THE AGM

- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the directors and shall authorize the directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors;
- (c) the aggregate nominal amount of the shares of the Company to be purchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the time of 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 bye-laws of the Company or any applicable law to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

**(B) “THAT**

- (a) subject to the paragraph (c) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the directors be and are hereby authorized during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or 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 an option or otherwise) by the directors pursuant to the approval in paragraph (a) and (b) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any option granted under the share



## NOTICE OF THE AGM

option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution; and

- (d) for the purpose of this resolution, “Relevant Period” means the period from the time of 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 bye-laws of the Company or any applicable law to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

- (C) “**THAT** conditional upon the passing of resolutions 4A and 4B set out in the notice convening this meeting, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company pursuant to and in accordance with the said resolution 4A shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with resolution 4B as set out in the notice convening this meeting.”

On behalf of the Board  
**Infinity Financial Group (Holdings) Limited**  
**Yu Xueming**  
*Chairman*

27 April 2015

## NOTICE OF THE AGM

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Headquarter and Principal Place of  
Business in Hong Kong:*  
Suites 1208–10  
Dah Sing Financial Centre  
108 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

1. In order to determine the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 1 June 2015 to Wednesday, 3 June 2015 (both days inclusive), during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Friday, 29 May 2015.
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.
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, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, 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 holders 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. Yu Xueming (Chairman), Mr. Yu Chuanfu (Chief Executive Officer), Mr. Sit Yau Chiu, Mr. Zheng Qiang and Mr. Han Hanting, the non-executive director is Mr. Chan Yee, Herman and the independent non-executive directors are Mr. Wang Wei Hung Andrew, Mr. Sin Ka Man and Mr. Zhao Lixin.
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 annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at <http://www.1152.com.hk> and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.