

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 DEVELOPMENT HOLDINGS COMPANY LIMITED

星謙發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Company Registration No.: 234794)

(Hong Kong Stock Code: 640)

(Singapore Stock Code: ZBA)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**2025 AGM**”) of Infinity Development 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 and Suntec Singapore Convention & Exhibition Centre, Level 3, Room 310, 1 Raffles Boulevard, Singapore 039593 on Thursday, 29 January 2026 at 3:00 p.m. (Hong Kong time), to transact the following businesses and for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company with or without amendments:

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and the independent auditors of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 30 September 2025;
2. to approve the recommended final dividend (the “**Final Dividend**”) of HK10.3 cents per ordinary share(s) of HK\$0.02 each in the share capital of the Company (the “**Share(s)**”);
3. (a) to re-elect Mr. Stephen Graham Prince as an executive Director;
(b) to re-elect Mr. Tay Peng Huat as an independent non-executive Director;
(c) to authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration; and
(d) to approve the Directors’ fees of up to HK\$800,000 for the year ending 30 September 2026;
4. (a) to re-appoint RSM Hong Kong as the auditor of the Company in Hong Kong and to authorize the Board to fix its remuneration;
(b) to re-appoint RSM Hong Kong and RSM SG Assurance LLP as the joint auditors of the Company in Singapore and to authorize the Board to fix its remuneration; and

(c) to appoint RSM Hong Kong and RSM SG Assurance LLP as the joint auditors of the Company subject to the approval of the relevant authorities (including but not limited to The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and the Accounting and Financial Reporting Council of Hong Kong);

5. “**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Hong Kong Listing Rules**”) on the Hong Kong Stock Exchange and Section B: Rules of Catalist (the “**Catalist Rules**”) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), 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 new shares of the Company (the “**Shares**”) or to resell treasury shares (which shall have the meaning ascribed to it under the Hong Kong Listing Rules and the Catalist Rules) (the “**Treasury Shares**”) and to make or grant offers, agreements and options, including warrants, bonds and debentures convertible into Shares 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 authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors and Treasury Shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred 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 and the new share option schemes 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 (the “**Articles**”) 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% of the number of issued Shares (excluding Treasury Shares) as at the date of the passing of this resolution; and

(bb) (if the Directors are so authorized by a separate ordinary resolution of the shareholders (the “**Shareholder(s)**”) of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares (excluding Treasury Shares) as at the date of the passing of the resolution no. 5),

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

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date 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 Articles or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders 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 recognized regulatory body or any stock exchange outside Hong Kong.”

6. “**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 Hong Kong Stock Exchange, the SGX-ST, or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Hong Kong Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Hong Kong Stock Exchange, the SGX-ST and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved subject to paragraph (b) below;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the number of issued Shares (excluding Treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (c) the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) for each Share shall not exceed 105.0% of the average of the closing market prices of the Shares over the last five (5) market days on which transactions in the Shares were recorded, immediately preceding the day on which the purchase or acquisition of Shares was made; and

(d) for the purpose 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 or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

7. “**THAT** conditional upon the passing of the resolution nos. 5 and 6 above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new Shares (including any sale or transfer of Treasury Shares) pursuant to the resolution no. 5 above be and is hereby extended (as referred to in sub-paragraph (bb) of paragraph (c) of that resolution) by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate above an amount representing the aggregate share capital (excluding Treasury Shares) of the Company repurchased or agreed to be repurchased by the Company pursuant to the authority granted to the Directors under resolution no. 6 above, since the granting of the general mandate pursuant to resolution no. 5 above.”

By Order of the Board
Infinity Development Holdings Company Limited
Ip Ka Lun
Executive Director

Hong Kong, 5 January 2026

Registered office:

P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205
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:*

Units 2201-2202, 22/F
Alliance Building
133 Connaught Road Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the 2025 AGM may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. All resolutions at the 2025 AGM will be taken by way of poll pursuant to the Hong Kong Listing Rules and the Catalyst Rules and the results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk, the website of the SGX-ST at www.sgx.com and the website of the Company at www.infinitydevelopment.com.hk in accordance with the Listing Rules and the Catalyst Rules.
3. Members who are entitled to attend, speak and vote at the 2025 AGM are those whose names appear as members on the register of members (the “**Register of Members**”) of the Company on Thursday, 29 January 2026. For determining the entitlements to attend and vote at the 2025 AGM, the Register of Members or depository register (the “**Depository Register**”) (has the meaning ascribed to it in Section 81SF of the Securities and Futures Act 2001 of Singapore) will be closed from Monday, 26 January 2026 to Thursday, 29 January 2026, both days inclusive, during which period no transfer of Shares shall be effected.
4. For Hong Kong Shareholders, for the purpose of determining Hong Kong Shareholders’ entitlements to attend and vote at the 2025 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 23 January 2026.
5. For Singapore Shareholders, for the purpose of determination Singapore Shareholders’ entitlements to attend and vote at the 2025 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Singapore, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619, for registration no later than 5:00 p.m. on Friday, 23 January 2026.
6. The Shareholders must have Shares entered against their names in the Register of Members or the Depository Register as at 48 hours before the time appointed for holding the 2025 AGM.
7. Where there are joint registered holders of any Share, any one such person may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such Share shall alone be entitled to vote in respect thereof. 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.
8. For Hong Kong Shareholders, in order to be valid, the proxy form 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 Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than Tuesday, 27 January 2026 at 3:00 p.m. or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the 2025 AGM or any adjournment thereof, should he/she so wish.
9. For Singapore Shareholders, in order to be valid, the depositor proxy form 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 Company’s Singapore branch share registrar and transfer office, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 9 Raffles Place #26-01, Republic Plaza, Singapore 048619, no later than Tuesday, 27 January 2026 at 3:00 p.m. or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the 2025 AGM or any adjournment thereof, should he/she so wish.

10. In order to qualify for the proposed Final Dividend, any request for removal of the Shares between the branch registrar and transfer office in Singapore and the share registrar and transfer office in Hong Kong has to be submitted by the Shareholders no later than 5:00 p.m. on Monday, 19 January 2026.
11. For determining the entitlements to the proposed Final Dividend, the Register of Members or the Depository Register will be closed from Wednesday, 4 February 2026 to Thursday, 5 February 2026, both days inclusive, during which period no transfer of Shares shall be effected.
12. For Hong Kong Shareholders, in order to qualify for the entitlements of the proposed Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 3 February 2026.
13. For Singapore Shareholders, in order to qualify for the entitlements to the proposed Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Singapore, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619, for registration no later than 5:00 p.m. on Tuesday, 3 February 2026.
14. Depositors whose securities accounts with The Central Depository (Pte) Limited are credited with the Shares as at 5.00 p.m. on Thursday, 5 February 2026 will be entitled to the proposed Final Dividend.
15. The proposed Final Dividend is expected to be distributed on Monday, 23 February 2026.
16. In relation to the proposed resolution nos. 5 and 7 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares under the Hong Kong Listing Rules and the Catalist Rules. The Directors have no immediate plans to issue any new Shares or any scrip dividend scheme which may be approved by the Shareholders.
17. In relation to the 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. 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 Hong Kong Listing Rules and the Catalist Rules is set out in Appendix I to the circular of the Company dated 5 January 2026.
18. In case tropical cyclone warning signal no. 8 or above is hoisted, or a black rainstorm warning signal or "extreme conditions after super typhoons" announced by the government is in force in Hong Kong at or at any time between 1:00 p.m. and 3:00 p.m. on the date of the 2025 AGM, the 2025 AGM will be adjourned in accordance with the Articles. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk, the SGX-ST at www.sgx.com and the Company at www.infinitydevelopment.com.hk to notify the Shareholders of the date, time and place of the adjourned meeting.

The 2025 AGM will be held as scheduled when an amber or a red rainstorm warning signal or a tropical cyclone warning signal no. 3 or below is in force. The Shareholders should make their own decision whether they would attend the 2025 AGM under bad weather conditions. If they choose to do so, they are advised to exercise due care and caution.

19. References to time and dates in this notice are to Hong Kong and Singapore time and dates.
20. This notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Jeong Un, Mr. Ip Ka Lun and Mr. Stephen Graham Prince; and four independent non-executive Directors, namely Ms. Li Sin Man, Mr. Chan Wing Yau George, Mr. Simon Luk and Mr. Tay Peng Huat.