

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting (the “**EGM**”) of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hotel, 72 Gloucester Road, Wan Chai, Hong Kong on 23 December 2015 at 11:30 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM 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](http://www.hkex.com.hk).

Whether or not you are able to attend the EGM, 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of 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.

27 November 2015

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## DEFINITIONS

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

“Announcement”	the announcement made by the Company on 25 November 2015 in respect of the Change of Company Name
“Board”	the board of Directors
“Change of Company Name”	the proposal to change the Company’s English name from “Infinity Chemical Holdings Company Limited” to “Infinity Development Holdings Company Limited”, and for the Company to adopt the Chinese name of “星謙發展控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “星謙化工控股有限公司”, details of which are set out in the Announcement
“Company”	Infinity Chemical Holdings Company Limited, an exempted 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
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 23 December 2015 at 11:30 a.m. or any adjournment thereof to consider and, if thought fit, approve, among other things, the Change of Company Name, the notice of which is set out on pages 6 to 7 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	the ordinary share(s) of par value HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

**LETTER FROM THE BOARD**



**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  
Mr. Tong Yiu On

***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. Simon Luk  
Mr. Tong Hing Wah

***Head office of the Group:***

16 Andar A–D  
Macau Finance Centre  
No. 202A–246 Rua de Pequim, Macau

***Principal place of business in Hong Kong:***

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

27 November 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement in respect of the proposed Change of Company Name. The purpose of this circular is to provide the Shareholders information in respect of the special resolution to be proposed at the EGM regarding the Change of Company Name and notice for convening the EGM.

## **LETTER FROM THE BOARD**

### **PROPOSED CHANGE OF COMPANY NAME**

As disclosed in the Announcement in relation to the Change of Company Name, the Board proposed to change the English name of the Company from “Infinity Chemical Holdings Company Limited” to “Infinity Development Holdings Company Limited”, and adopt the Chinese name of “星謙發展控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “星謙化工控股有限公司”.

### **Conditions for the Change of Company Name**

The Change of Company Name is subject to the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Company will comply with the necessary filing procedures in Hong Kong and the Cayman Islands.

In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the shares of the Company will also be changed after the Change of Company Name becoming effective.

### **Reasons for the Change of Company Name**

The Group is principally engaged in the manufacturing and sales of adhesives, primers, hardeners, vulcanized shoes adhesive related products used by the footwear manufacturers and acting as the sales agent for adhesives used in the production of electronic products.

With further development and expansion of the business scope of the Group, the Board considers that the Change of Company Name will reflect the future strategy of the Group. In addition, the new name can also refresh the Company’s corporate image and identity.

The Board is of the opinion that the Change of Company Name will clearly benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

## **LETTER FROM THE BOARD**

### **Effect of the Change of Company Name**

The Change of Company Name will not, of itself, affect any rights of the Shareholders or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be effective and as documents of title to the shares of the Company and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, new share certificates of the Company will be issued under the new name of the Company.

The Company will make further announcement as and when appropriate to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name and the new stock short name of the Company for the trading of the shares of the Company on the Stock Exchange.

### **EGM**

Set out on pages 6 to 7 of this circular is a notice convening the EGM to be held at Falcon Room I, Gloucester Luk Kwok Hotel, 72 Gloucester Road, Wan Chai, Hong Kong, on 23 December 2015 at 11:30 a.m..

The special resolution proposed to be approved at the EGM will be taken by poll. As no Shareholder has a material interest in the Change of Company Name which is different from that of the other Shareholder, no Shareholder is required to abstain from voting at the EGM to approve the Change of Company Name.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of 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.

### **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.

<b>LETTER FROM THE BOARD</b>
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**RECOMMENDATION**

The Directors consider that the Change of Company Name is 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 be proposed at the EGM to approve the Change of Company Name.

Yours faithfully  
For and on behalf of the Board of  
**Infinity Chemical Holdings Company Limited**  
**Tong Yiu On**  
*Executive Director*

**NOTICE OF EGM**



**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 OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Infinity Chemical Holdings Company Limited (the “**Company**”) will be held at Falcon Room I, Gloucester Luk Kwok Hotel, 72 Gloucester Road, Wan Chai, Hong Kong on 23 December 2015 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendment the following resolution of the Company as a special resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of the Companies in Cayman Islands being obtained, the English name of the Company be changed from “Infinity Chemical Holdings Company Limited” to “Infinity Development Holdings Company Limited”, and the Chinese name “星謙發展控股有限公司” be adopted as the dual foreign name of the Company in place of its existing Chinese name “星謙化工控股有限公司”, and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she/they consider necessary, desirable or expedient for the implementation of and giving effect to the change of the name and the adoption of dual foreign name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

Yours faithfully

For and on behalf of  
the board of directors of

**Infinity Chemical Holdings Company Limited**

**Tong Yiu On**

*Executive Director*

Hong Kong, 27 November 2015



## NOTICE OF EGM

**Registered office:**

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

**Head office of the Group:**

16 Andar A–D  
Macau Finance Centre  
No. 202A–246 Rua de Pequim, Macau

**Principal place of business in Hong Kong:**

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

*Notes:*

- (a) A Shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and to vote instead of him/her. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote in his/her stead.
- (b) Where there are joint registered holders of any share, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (c) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (d) Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
- (e) Pursuant to the Listing Rules, any voting on the resolutions at the EGM will be taken by poll.