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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Infinity Logistics and Transport Ventures 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 the transfer was effected for transmission to the purchaser or the transferee.

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## INFINITY LOGISTICS AND TRANSPORT VENTURES LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1442)**

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

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A notice convening an annual general meeting of the Company to be held at Room 2402, 24/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 30 June 2021 at 11:00 a.m. is set out on pages 20 to 25 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the outbreak of coronavirus disease (COVID-19), mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of the shareholders, staff and stakeholders, the Company will implement the following precautionary measures:

- compulsory temperature checks
- compulsory wearing of surgical face masks throughout the meeting
- no distribution of corporate gifts and refreshments

Any person who (i) does not comply with the precautionary measures; (ii) has a body temperature of over 37.4 degrees Celsius; (iii) is subject to any Hong Kong Government prescribed quarantine; or (iv) has any flu-like symptoms may be denied entry into the Annual General Meeting venue. The Company recommends shareholders to monitor the development of the situation with COVID-19 and to assess, based on the social distancing policies, the necessity for attending the Annual General Meeting in person. The Company encourages shareholders to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate. The Company seeks the understanding and cooperation of all shareholders to minimize the risk of spreading COVID-19.



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## DEFINITIONS

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

“Annual General Meeting” or “Meeting”	the annual general meeting of the Company to be held at Room 2402, 24/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 30 June 2021 at 11:00 a.m. or any adjournment thereof
“Article”	an article of the Articles of Association
“Articles of Association”	the articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy-back Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the resolution approving the Buy-back Mandate
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Infinity Logistics and Transport Ventures Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought-back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue further new Shares not exceeding 20% of the total number of issued Shares at the date of passing of the resolution approving the General Mandate

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	16 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	21 January 2020, the date on which the issued Shares were initially listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Malaysia”	the Federation of Malaysia
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“RM”	Malaysian ringgit, the lawful currency of Malaysia
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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### INFINITY LOGISTICS AND TRANSPORT VENTURES LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1442)**

*Executive Directors:*

Dato' Chan Kong Yew  
*(Chairman and Chief Executive Officer)*  
Dato' Kwan Siew Deeg  
Datin Lo Shing Ping  
Datuk Tan Jyh Yaong  
Mr. Yap Sheng Feng

*Registered Office:*

PO Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

*Independent Non-Executive Directors:*

Mr. Li Chi Keung  
Mr. Tan Poay Teik  
Ms. Yeung Hoi Yan Monica

*Principal place of business*

*in Hong Kong:*  
Unit B, 13th Floor  
Winsan Tower  
98 Thomson Road  
Wan Chai  
Hong Kong

*Headquarters and principal place  
of business in Malaysia:*

No. 2, Jalan Kasuarina 8  
Bandar Botanic  
41200 Klang  
Selangor Darul Ehsan  
Malaysia

23 April 2021

*To the Shareholders*

Dear Sir or Madam,

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

#### INTRODUCTION

The primary purpose of this circular is to give you details of the following proposals which, together with other ordinary business, will be proposed at the Annual General Meeting for consideration and, where appropriate, approval of the Shareholders:

- (a) to grant the General Mandate and the extension thereof to the Directors;

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## LETTER FROM THE BOARD

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- (b) to grant the Buy-back Mandate to the Directors; and
- (c) to re-elect the retiring Directors.

The notice of Annual General Meeting is set out on pages 20 to 25 of this circular.

### **GENERAL MANDATE, EXTENSION MANDATE AND BUY-BACK MANDATE**

At the annual general meeting of the Company held on 29 May 2020, resolutions were passed by the Shareholders, among other things, to grant general and unconditional mandates to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares and to buy-back Shares.

Such general mandates will lapse at the conclusion of the Annual General Meeting. Accordingly, the Company proposes to seek approval of the Shareholders at the Annual General Meeting to grant new general mandates to the Directors to exercise the above powers.

The General Mandate, Extension Mandate and the Buy-back Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Buy-back Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I of this circular.

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## LETTER FROM THE BOARD

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### **General Mandate and Extension Mandate**

The Company has in issue an aggregate of 2,000,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 400,000,000 Shares, representing 20% of the total number of issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

Subject to the passing of the proposed resolutions for the approval of the General Mandate and the Buy-back Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the General Mandate so granted to the Directors by adding thereto any Shares bought-back by the Company pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, the Directors have no immediate plans to issue any new Shares other than any Shares which may fall to be issued under the share option scheme or any scrip dividend scheme which may be approved by the Shareholders.

### **Buy-back Mandate**

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Buy-back Mandate to the Directors. Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and in accordance with the terms therein, the Company would be allowed to buy-back up to a maximum of 200,000,000 Shares, representing 10% of the total number of issued Shares at the time of the passing of the resolution approving the Buy-back Mandate assuming that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

The full text of the above resolutions is set out in the resolutions numbered 4 to 6 in the notice of the AGM contained on pages 20 to 25 of this circular.

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

According to Article 108(a), one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation at every annual general meeting. A retiring Director shall be eligible for re-election.

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## LETTER FROM THE BOARD

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In accordance with Article 108(a), each of Dato' Kwan Siew Deeg and Datin Lo Shing Ping shall retire from his/her office by rotation at the Annual General Meeting. Being eligible, Dato' Kwan Siew Deeg and Datin Lo Shing Ping will offer himself/herself for re-election at the Annual General Meeting.

According to Article 112, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the existing Board) or until the next following general meeting of the Company (in the case of filling a casual vacancy) and shall then be eligible for re-election.

In accordance with Article 112, Datuk Tan Jyh Yaong, Mr. Yap Sheng Feng and Ms. Yeung Hoi Yan Monica shall hold their offices only until the Annual General Meeting and, being eligible, will offer themselves for re-election.

### **Recommendation of the Nomination Committee**

The Nomination Committee had assessed and reviewed the written confirmation of independence of the independent non-executive Directors (“INEDs”), based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. After considered the skills, experience, professional expertise of the retiring Directors (the “Retiring Directors”), independence of INEDs and current situation of board diversity, the Nomination Committee believe that the Retiring Directors are capable to provide good contributions to the Group. Therefore, the Nomination Committee nominated the retiring Directors, namely Dato' Kwan Siew Deeg, Datin Lo Shing Ping, Datuk Tan Jyh Yaong, Mr. Yap Sheng Feng and Ms. Yeung Hoi Yan Monica to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting. As a good corporate governance practice, each of the Retiring Directors who were members of the Nomination Committee have abstained from voting at the relevant Nomination Committee meeting on the respective propositions of their recommendations to the Board for re-election.

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Dato' Kwan Siew Deeg, Datin Lo Shing Ping, Datuk Tan Jyh Yaong, Mr. Yap Sheng Feng and Ms. Yeung Hoi Yan Monica respectively as Directors.

Particulars relating to Dato' Kwan Siew Deeg, Datin Lo Shing Ping, Datuk Tan Jyh Yaong, Mr. Yap Sheng Feng and Ms. Yeung Hoi Yan Monica are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The resolutions to be proposed at the Annual General Meeting are set out in full in the notice of Annual General Meeting on pages 20 to 25 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, the chairman of the Meeting will exercise his power under Article 79 of the Articles of Association to put each of the resolutions set out in the notice of Annual General Meeting to be voted by way of poll.

None of the Shareholders is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of identifying shareholders who are entitled to attend the annual general meeting, the register of members of the Company will be closed from 25 June 2021 (Friday) to 30 June 2021 (Wednesday) (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the Annual General Meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 24 June 2021 (Thursday).

### RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate, the Buy-back Mandate and the Extension Mandate and the proposed re-election of Retiring Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### GENERAL

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.

Your attention is drawn to the information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By Order of the Board  
**Infinity Logistics and Transport Ventures Limited**  
**Dato' Chan Kong Yew**  
*Chairman and Executive Director*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buy-back Mandate.

## **1. BUY-BACK OF SHARES FROM CORE CONNECTED PARTIES**

The Listing Rules prohibit a company from knowingly purchasing shares on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought-back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 200,000,000 Shares.

## **3. REASONS FOR THE BUY-BACK**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF BUY-BACKS**

Pursuant to the Buy-back Mandate, buy-back would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and the memorandum and Articles of Association for such purpose.

An exercise of the Buy-back Mandate in full would not have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2020, being the date of its latest published audited consolidated financial statements. However, the Directors do not propose to exercise the buy-back of Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange since the Listing Date, and up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
January (since the Listing Date)	0.37	0.27
February	0.45	0.30
March	0.37	0.26
April	0.32	0.27
May	0.365	0.28
June	0.335	0.275
July	0.31	0.275
August	0.38	0.29
September	0.325	0.285
October	0.45	0.285
November	0.47	0.375
December	0.47	0.34
<b>2021</b>		
January	0.415	0.37
February	0.425	0.37
March	0.75	0.41
April (up to the Latest Practicable Date)	0.79	0.66

## 6. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Buy-back Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

If, as a result of a securities buy-back, a Shareholder's proportionate interest in the voting rights of the Company is increased, such an increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Dato' Chan Kong Yew, Dato' Kwan Siew Deeg and Datin Lo Shing Ping are the controlling shareholders of the Company, holding 1,417,500,000 Shares or approximately 70.88% of the issued share capital of the Company, through 2926 Holdings Limited ("**2926 Holdings**"). In the event that the Directors will exercise in full the Buy-back Mandate, the interests in the Company of each of Dato' Chan Kong Yew, Dato' Kwan Siew Deeg, Datin Lo Shing Ping and 2926 Holdings would increase to approximately 78.75% of the issued share capital of the Company. However, such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any buy-backs pursuant to the Buy-back Mandate.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of the buy-back, an exercise of the Buy-back Mandate in whole or in part will result in the number of Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Stock Exchange. The Directors confirm that the Buy-back Mandate will not be exercised if the buy-back would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

**8. SHARES BUY-BACK MADE BY THE COMPANY**

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since the Listing Date, up to and including the Latest Practicable Date.

The details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

**Dato' Kwan Siew Deeg (“Dato' Kwan”)**

Dato' Kwan, aged 48, was appointed as an executive Director on 29 May 2019. He is also a member of the Remuneration Committee. Dato' Kwan joined the Group in January 2004 and he is responsible for overseeing the Group's operational processes, ensuring proper operational controls are in place, and optimizing the capabilities to achieve operational efficiency. Besides that, he also leads the implementation of the business and marketing strategies to improve the Group's sales by developing new customers and retaining existing customers. Dato' Kwan is also a director of several subsidiaries of the Group.

He has been instrumental in helping the Group to be awarded the Silver Award for Best Innovation by the Star Business Awards 2014, by introducing and promoting the 20' HC Container to the market, providing better payload and offering lower shipping cost per cubic meter to the shippers. Dato' Kwan has over 18 years of experience in the logistics industry. Prior to joining the Group from March 1995 to January 2000, he was a production planning executive at Delloyd Industries Sdn Bhd, an automotive parts manufacturer, and was responsible for supply chain management from procuring material for production to delivery to customers. He was later employed by Dolphin Shipping Agency Sdn. Bhd. as a sales executive from January 2000 to June 2001 where he was responsible for handling shipping documentation and shipment related operations. From June 2001 to December 2003, he was employed as sea division manager of TS Freight Services Sdn. Bhd. where he has been exposed to the various aspects of the shipping sector and gained knowledge in the management of containerized transportation. He is also a director of a number of private companies such as investment and property holding companies.

He holds a Diploma in Business Administration from the Binary College in December 1994.

Dato' Kwan does not hold any directorship in any public listed companies in the last three years.

Save as Ms. Kwan Siew Mun, currently the customer service and procurement senior manager of the Group, is the sister of Dato' Kwan, Dato' Kwan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dato' Kwan was interested and deemed to be interested in 1,417,500,000 Shares pursuant to Part XV of the SFO.

Dato' Kwan has entered into a service contract with the Company for a term of three years commencing from the Listing Date. Dato' Kwan is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The director's remuneration of Dato' Kwan will be reviewed annually by the Remuneration Committee and by reference to the prevailing market practice, the Company's remuneration policy, his experience, duties and responsibilities within the Company. The current remuneration of Dato' Kwan is approximately RM435,000 per annum (including the director's fee and other emoluments).

In relation to the proposed re-election of Dato' Kwan and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Dato' Kwan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

#### **Datin Lo Shing Ping (“Datin Lo”)**

Datin Lo, aged 47, was appointed as an executive Director on 29 May 2019. She joined the Group in March 2003 and is the administration director of the Group overlooking the development of the Group's general administration policies and procedures and human resources matters, ensuring our internal controls measures are duly implemented throughout the organization as well as providing leadership in development of the Group's human resources through conducting effective recruitment, training and succession planning programs.

Datin Lo was employed by Vertitech (M) Sdn. Bhd. as an administration executive from March 1998 to May 1999. From May 1999 to April 2001, she worked in Yongshen Heat Treatment Sdn. Bhd. as a sales executive. She was employed by Casco Décor Sdn. Bhd. as a sales executive from May 2001 to November 2001.

Datin Lo obtained a bachelor's degree of art from the Universiti Sains Malaysia in July 1998. She became a chartered member of The Chartered Institute of Logistics & Transport in December 2006.

Datin Lo does not hold any directorship in any public listed companies in the last three years.

Save as Datin Lo is the spouse of Dato' Chan Kong Yew, the executive director and chairman of the Company, Datin Lo does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Datin Lo was interested and deemed to be interested in 1,417,500,000 Shares pursuant to Part XV of the SFO.

Datin Lo has entered into a service contract with the Company for a term of three years commencing from the Listing Date. Datin Lo is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The director's remuneration of Datin Lo will be reviewed annually by the Remuneration Committee and by reference to the prevailing market practice, the Company's remuneration policy, her experience, duties and responsibilities within the Company. The current remuneration of Datin Lo is approximately RM238,000 per annum (including the director's fee and other emoluments).

In relation to the proposed re-election of Datin Lo and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Datin Lo that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

#### **Datuk Tan Jyh Yaong (“Datuk Tan”)**

Datuk Tan, aged 56, was appointed as an executive Director on 19 March 2021.

Datuk Tan is a director of Perfect (China) Co. Ltd, a company incorporated in PRC and its principal activities are mainly engaged in selling of health food, small kitchenware, cosmetics, cleaning supplies and personal care products. Datuk Tan is mainly responsible for the management and development of the company. Datuk Tan is also the Chairman of Perfect Hexagon Limited (“**Perfect Hexagon**”), a well-established commodity trading company based in Hong Kong, which has strong regional presence in Asia and network offices in Europe, Australia and South America. In addition, Perfect Hexagon is the most active liquidity provider for HKEX LME Minis and Precious Metals contracts. Datuk Tan has built an extensive network in various industries worldwide. These industries cover mining, refineries, commodity trading, agriculture, hospitality and healthcare.

Datuk Tan currently serves as the board members of various social and non-profit organisations. He is the President of Asia Pacific Tsinghua CEO Chambers of Commerce and Industry Berhad, the Vice President of Malaysia-China Friendship Association and Malaysia China Diplomatic Proponent Association, and the Deputy President of Malaysia-China Culture & Arts Association. Meanwhile, Datuk Tan is the Advisor of Association of Belt & Road Malaysia, and the Honorary Advisor of The Association of Graduates from Tsinghua University, Malaysia.

Save as disclosed above, Datuk Tan does not hold any directorship in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years preceding the date of his appointment.

Datuk Tan is the father-in-law of Mr. Yap Sheng Feng, the executive director of the Company. Save as disclosed above, he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Datuk Tan was interested and deemed to be interested in 146,310,000 Shares pursuant to Part XV of the SFO.

Datuk Tan has entered into a service contract with the Company commencing from 19 March 2021 for a term of three years. Datuk Tan will hold office until the next annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting, thereafter subject to retirement by rotation at least once every three years at each annual general meeting in accordance with the Articles of Association. Pursuant to his service contract, Datuk Tan is entitled to annual emolument of HKD120,000 which is determined by the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions.

In relation to the proposed re-election of Datuk Tan and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Datuk Tan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Yap Sheng Feng (“Mr. Yap”)**

Mr. Yap, aged 30, was appointed as a non-executive Director on 7 August 2020 and re-designated to an executive Director on 31 December 2020. He is also a director of an indirectly wholly owned subsidiary of the Company currently.

Mr. Yap graduated with a Bachelors of Commerce from The Australian National University in 2014. Mr. Yap enrolled in Tsinghua University’s Business Leadership Program for overseas Chinese, completed in October 2014. Thereafter, he joined Multiway Trading Limited in 2016 where he was involved in the buying and selling of physical commodities whilst developing new business opportunities for the company.

Mr. Yap joined Perfect Hexagon Group in 2017 and was promoted to hold a significant role, i.e. Corporate Liaison of Perfect Hexagon Group in 2018. Mr. Yap attends all key meetings and have up-to-date knowledge of company projects and businesses. He provides top-quality advice, assistance to project planning, coordination, monitoring and reporting in any company collaborations. He also facilitates effective knowledge management and communication between the company, shareholders and investors. Mr. Yap was involved in the planning and execution of the onboarding process as market makers and members for commodity associations and exchanges including Hong Kong Exchanges and Clearing Limited (HKEX), London Metals Exchange (LME), Chicago Mercantile Exchange (CME), Bursa Malaysia Derivatives Berhad (Bursa), and Singapore Bullion Market Association (SBMA). Mr. Yap has also successfully completed USD 300 million bond issuance program for Perfect Hexagon Group in 2018.

Mr. Yap does not hold any directorship in any public listed companies in the last three years.

Save as Mr. Yap is the son-in-law of Datuk Tan Jyh Yaong, the executive director of the Company, Mr. Yap does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Yap was interested and deemed to be interested in 42,340,000 Shares pursuant to Part XV of the SFO.

Mr. Yap has entered into a service contract with the Company for a term of three years commencing from 31 December 2020. Mr. Yap will hold office until the next annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting, thereafter subject to retirement by rotation at least once every three years at each annual general meeting in accordance with the Articles of Association. The director's remuneration of Mr. Yap will be reviewed annually by the Remuneration Committee and by reference to the prevailing market practice, the Company's remuneration policy, his experience, duties and responsibilities within the Company. The current remuneration of Mr. Yap is approximately HK\$120,000 per annum.

In relation to the proposed re-election of Mr. Yap and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Yap that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Ms. Yeung Hoi Yan Monica (“Ms. Yeung”)**

Ms. Yeung, aged 40, was appointed an independent non-executive Director on 7 August 2020. She currently is the members of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Ms. Yeung obtained a Bachelor of Arts in Management Studies in 2003 from the Leeds University Business School in the United Kingdom. She finished the Diploma Programme in Neuro-Linguistic Communication and Business Management in 2006 at the School of Continuing and Professional Studies at The Chinese University of Hong Kong. She then went on to earn her Master of Housing Management in 2011 from the University of Hong Kong.

Ms. Yeung first worked for Urban Property Management Ltd., Hong Kong, as a Senior Property Asset Officer from October 2003 to July 2008. Afterwards, she was employed at Complete Ltd., Hong Kong, as a Lettings and Management Officer between July 2008 and October 2009. She then returned to Urban Property Management Ltd. as an Assistant Property Manager from December 2009 to May 2012. At Fair & Square Insurance Broker Company Ltd., Hong Kong, Ms. Yeung was an Independent Financial Advisor between June 2012 and February 2014. Following, was a position with Manulife (International) Ltd., Hong Kong as a Financial Planning Manager from March 2014 to the present. She also joined Mywayz Ltd. in October 2016 as a director to the present.

Ms. Yeung does not hold any directorship in any public listed companies in the last three years.

Ms. Yeung does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Yeung did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Ms. Yeung has entered into a letter of appointment with the Company for a term of three years commencing from 7 August 2020. Ms. Yeung will hold office until the next annual general meeting of the Company after her appointment and shall then be eligible for re-election at that meeting, thereafter subject to retirement by rotation at least once every three years at each annual general meeting in accordance with the Articles of Association. Ms. Yeung is entitled to receive an annual emolument of approximately HK\$60,000 for her directorship and for her other work position with the Group (which was determined with reference to her qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

Based on the information contained in the confirmation on independence provided by Ms. Yeung to the Company pursuant to Rule 3.13 of the Listing Rules prior to her appointment as independent non-executive Director, the Board had reviewed and evaluated the independence of Ms. Yeung and was and is satisfied with her independence, and that Ms. Yeung has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that she is re-elected at the Annual General Meeting.

In relation to the proposed re-election of Ms. Yeung and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Ms. Yeung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### INFINITY LOGISTICS AND TRANSPORT VENTURES LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1442)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Infinity Logistics and Transport Ventures Limited (the “**Company**”) will be held at Room 2402, 24/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 30 June 2021 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the independent joint auditors (the “**Joint Auditors**”) of the Company and its subsidiaries for the year ended 31 December 2020.
2.
  - (a) Dato’ Kwan Siew Deeg be re-elected as an executive Director;
  - (b) Datin Lo Shing Ping be re-elected as an executive Director;
  - (c) Datuk Tan Jyh Yaong be re-elected as an executive Director;
  - (d) Mr. Yap Sheng Feng be re-elected as an executive Director;
  - (e) Ms. Yeung Hoi Yan Monica be re-elected as an independent non-executive Director; and
  - (f) the board of Directors (the “**Board**”) be authorised to fix the remuneration of the Directors.
3. To consider the appointment of Mazars CPA Limited, *Certified Public Accountants, Hong Kong* and Mazars LLP, *Public Accountants and Chartered Accountants, Singapore* as the Joint Auditors to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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To consider, as special business and, if thought fit, passing the following resolutions, with or without amendment, as ordinary resolutions:

4. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 additional shares in the Company (the “**Shares**”) and to make or grant offers, agreements, options, warrants or other securities convertible into 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 authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with 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 share option scheme 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 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 20 per cent. of the total number of issued Shares on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in 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, 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 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 recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buy-back the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought-back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of issued 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; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) for the purposes 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 of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the ordinary resolution nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares bought-back by the Company under the authority granted pursuant to resolution no. 5, provided that such amount shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing of resolution no. 5.”

By Order of the Board  
**Infinity Logistics and Transport Ventures Limited**  
**Dato’ Chan Kong Yew**  
*Chairman and Executive Director*

Hong Kong, 23 April 2021

*Registered Office:*

PO Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business in Hong Kong:*

Unit B, 13th Floor  
Winsan Tower  
98 Thomson Road  
Wan Chai  
Hong Kong

*Headquarters and principal place of business  
in Malaysia:*

No. 2, Jalan Kasuarina 8  
Bandar Botanic  
41200 Klang  
Selangor Darul Ehsan  
Malaysia

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company.
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 and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, or via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from 25 June 2021 (Friday) to 30 June 2021 (Wednesday) (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 24 June 2021 (Thursday).
4. In relation to proposed resolution no. 2 above, Dato' Kwan Siew Deeg and Datin Lo Shing Ping will retire from their offices at the above meeting pursuant to article 108(a) of the articles of association of the Company and, being eligible, they will offer themselves for re-election. Datuk Tan Jyh Yaong, Mr. Yap Sheng Feng and Ms. Yeung Hoi Yan Monica will hold their offices only until the above meeting pursuant to article 112 of the articles of association of the Company and, being eligible, will offer themselves for re-election.
5. In relation to proposed resolution nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange. The Directors have no immediate plans to issue any new Shares.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy-back 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 Listing Rules is set out in Appendix I to this circular.
7. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the annual general meeting, the chairman of the meeting will exercise his power under article 79 of the articles of association of the Company to put each of the resolutions set out in this notice to be voted by way of poll.
8. Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting and in such event, the instrument appointing to proxy shall be revoked.
9. If a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time after 5:00 a.m. on 30 June 2021 (Wednesday), it will be postponed that the annual general meeting will not be held on that day. An announcement will be made in such event.

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## NOTICE OF ANNUAL GENERAL MEETING

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10. In light of the outbreak of the coronavirus disease 2019 (“COVID-19”) pandemic, to safeguard the health and safety of shareholders of the Company and other participants of the annual general meeting and to prevent the spreading of COVID-19, the Company will implement the following precautionary measures at the annual general meeting including, without limitation:

- compulsory body temperature screening/checks;
- mandatory use of surgical face masks;
- appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the annual general meeting as may be necessary to avoid over-crowding; and
- no refreshment or drinks will be provided at the annual general meeting.

For the health and safety of shareholders of the Company, the Company encourages shareholders of the Company to appoint the Chairman of the annual general meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the annual general meeting in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) regarding such measures as appropriate.