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INFINITY LOGISTICS AND TRANSPORT VENTURES LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1442)

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Infinity Logistics and Transport Ventures Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

The board (the “**Board**”) of directors of the Company (the “**Directors**”) proposes that the shareholders of the Company (the “**Shareholders**”) to adopt the new amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) in order for the Company’s memorandum and articles of association to, amongst others, comply with (i) the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules; and (ii) the relevant changes to the applicable laws of the Cayman Islands and the Listing Rules.

The major areas of proposed amendments to the Existing Memorandum and Articles of Association that will be effected by the proposed adoption of the New Memorandum and Articles of Association include the following:

- (a) to change each reference to the Companies Law to a reference to the Companies Act;
- (b) to correct the address of the registered office of the Company;
- (c) to include or modify certain defined terms used so that they are aligned with the applicable laws of the Cayman Islands or the Listing Rules, such as “associate(s)” and “connected transaction”;
- (d) to specify the requirements for varying or abrogating all or any of the special rights attached to any class of shares and the necessary quorum required for a separate general meeting;
- (e) to remove certain requirements in relation to the redemption of redeemable shares;

- (f) to specify the situations in which the register of members of the Company maintained in Hong Kong may be closed;
- (g) to provide that the Company shall hold a general meeting as its annual general meeting in each financial year and that such annual general meeting shall be held within six months after the end of the Company's financial year (or any longer period authorised by the Stock Exchange);
- (h) to provide that an extraordinary general meeting may be convened on the written requisition of one or more Shareholder(s) holding, as at the date of deposit of the requisition, not less than 10% of the voting shares (on a one vote of share basis) in the issued share capital of the Company, and that such Shareholder(s) shall be entitled to add resolutions to the agenda of the extraordinary general meeting concerned;
- (i) to provide that the appointment, removal and remuneration of the Company's auditors shall be deemed as an ordinary business that is transacted at a general meeting, and to specify that the Shareholders may appoint and/or remove auditors by passing ordinary resolutions;
- (j) to allow every Shareholder to have the right to speak and to vote at a general meeting, except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (k) to provide that a Shareholder which is a clearing house (or its nominee(s)) may appoint proxies or representatives to attend general meetings and creditors meetings of the Company, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders;
- (l) to provide that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting;
- (m) to provide that Shareholders may by way of ordinary resolution remove any Director (including a managing Director or other executive Directors) at any time before the expiration of his/her term of office;
- (n) to provide that the chairman of a general meeting may, in good faith, allow a resolution which relates purely to procedural or administrative matters to be voted on by a show of hands instead of by poll;
- (o) to provide that the financial year of the Company shall be determined by the Directors and may be changed from time to time, and that, unless it is otherwise determined by the Directors, the financial year of the Company shall end on 31 December in each year; and
- (p) to make various related and ancillary amendments and other amendments which the Company deems necessary or desirable.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”). If that resolution is passed, the New Memorandum and Articles of Association will become effective immediately after the AGM.

A circular containing, among other things, the notice of the AGM and particulars of the proposed amendments to the Existing Memorandum and Articles of Association which will be effected by the proposed adoption of the New Memorandum and Articles of Association will be despatched to the Shareholders in due course.

By Order of the Board
Infinity Logistics and Transport Ventures Limited
Tan Sri Datuk Tan Jyh Yaong
Chairman and Non-executive Director

Hong Kong, 11 April 2022

As at the date of this announcement, the Board comprises four executive Directors, namely Dato’ Chan Kong Yew, Dato’ Kwan Siew Deeg, Datin Lo Shing Ping and Mr. Yap Sheng Feng, one non-executive Director, namely Tan Sri Datuk Tan Jyh Yaong (Chairman), and three independent non-executive Directors, namely Mr. Li Chi Keung, Mr. Tan Poay Teik and Ms. Yeung Hoi Yan Monica.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.