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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

鷹輝物流有限公司

(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**

A notice convening an annual general meeting of the Company to be held on Friday, 7 June 2024 at 10:00 a.m. with the combination of a physical meeting at 21st Floor, Grand Millennium Plaza, 181 Queen's Road Central, Sheung Wan, Hong Kong and a virtual meeting is set out on pages 16 to 20 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 in person or via online platform, 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 or via online platform at the annual general meeting or any adjournment thereof should you so wish.

26 April 2024

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DEFINITIONS

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 with the combination of a physical meeting at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong and a virtual meeting online on Friday, 7 June 2024 at 10:00 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 the passing of the resolution approving the General Mandate

DEFINITIONS

“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”	19 April 2024, 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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD

INFINITY LOGISTICS AND TRANSPORT VENTURES LIMITED 鷹輝物流有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1442)

Executive Directors:

Dato' Seri Chan Kong Yew (*Chief Executive Officer*)
Dato' Kwan Siew Deeg
Datin Seri Lo Shing Ping
Mr. Yap Sheng Feng

Non-executive Director:

Tan Sri Datuk Tan Jyh Yaong (*Chairman*)

Independent Non-Executive Directors:

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

Registered Office:

c/o Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Principal place of business
in Hong Kong:*

Room 1910, 19th Floor
C C Wu Building
302-308 Hennessy Road
Wanchai
Hong Kong

*Headquarters and principal place of
business in Malaysia:*

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

26 April 2024

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:

LETTER FROM THE BOARD

- (a) to grant the General Mandate and the extension thereof to the Directors;
- (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 16 to 20 of this circular.

GENERAL MANDATE, BUY-BACK MANDATE AND EXTENSION MANDATE

At the annual general meeting of the Company held on 18 May 2023, 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, the 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 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.

General Mandate and Extension Mandate

The Company has in issue an aggregate of 2,064,000,000 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 412,800,000 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.

LETTER FROM THE BOARD

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 206,400,000 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 Meeting contained on pages 16 to 20 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.

In accordance with Article 108(a), each of Tan Sri Datuk Tan Jyh Yaong, Dato' Seri Chan Kong Yew and Ms. Yeung Hoi Yan Monica shall retire from his/her office by rotation at the Annual General Meeting. Being eligible, Tan Sri Datuk Tan Jyh Yaong and Dato' Seri Chan Kong Yew will offer themselves for re-election at the Annual General Meeting. Ms. Yeung Hoi Yan Monica has tendered her resignation as an independent non-executive Director with effect from the conclusion of the Annual General Meeting. She, although eligible, has also informed the Board her intention of not seeking for re-election and will retire from the Board with effect from the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

Recommendation of the Nomination Committee

The Nomination Committee, having reviewed the Board's composition, nominated Tan Sri Datuk Tan Jyh Yaong and Dato' Seri Chan Kong Yew to the Board for it to recommend to Shareholders for re-election at the Annual General Meeting. The nominations were made in accordance with the Company's nomination policy and the objective criteria (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skill, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Company's board diversity policy. The Nomination Committee had also taken into account the respective contributions of Tan Sri Datuk Tan Jyh Yaong and Dato' Seri Chan Kong Yew to the Board and their commitment to their roles.

The Nomination Committee was satisfied that each of Tan Sri Datuk Tan Jyh Yaong and Dato' Seri Chan Kong Yew has the required character, integrity and experience to continue fulfilling the role of a non-executive Director and executive Director. The Board accepted the Nomination Committee's nominations and recommended Tan Sri Datuk Tan Jyh Yaong and Dato' Seri Chan Kong Yew to stand for re-election by Shareholders at the Annual General Meeting. The Board considers that the re-election of Tan Sri Datuk Tan Jyh Yaong and Dato' Seri Chan Kong Yew is in the best interest of the Company and Shareholders as a whole.

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Tan Sri Datuk Tan Jyh Yaong and Dato' Seri Chan Kong Yew respectively as non-executive Director and executive Director.

Particulars relating to Tan Sri Datuk Tan Jyh Yaong and Dato' Seri Chan Kong Yew are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the Meeting) for the proxy to receive the login access code to participate online in the Online Platform.

Registered Shareholders will be able to attend the Meeting, vote and submit questions online via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

LETTER FROM THE BOARD

If any Shareholder has any question on the arrangements of the Meeting, please contact Tricor Investor Services Limited, the Company's branch share registrar, at the following:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: is-enquiries@hk.tricorglobal.com

Telephone: (852) 2980-1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays)

The resolutions to be proposed at the Annual General Meeting are set out in full in the notice of Annual General Meeting on pages 16 to 20 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://spot-emeeting.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 4 June 2024 (Tuesday) to 7 June 2024 (Friday) (both days inclusive), during which period no transfer of Shares 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 3 June 2024 (Monday).

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.

LETTER FROM THE BOARD

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

Tan Sri Datuk Tan Jyh Yaong

Chairman and Non-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. Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

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 2,064,000,000 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 206,400,000 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, the memorandum of association of the Company and the 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 2023, 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 in each of the previous twelve calendar months, and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	1.39	1.01
May	1.45	0.99
June	1.30	1.10
July	1.40	1.00
August	1.18	0.88
September	1.38	0.90
October	1.08	0.87
November	1.07	0.85
December	0.96	0.71
2024		
January	0.80	0.335
February	0.51	0.315
March	0.45	0.325
April (up to the Latest Practicable Date)	0.375	0.305

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 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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following persons are substantial shareholders of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of Shareholders	Capacity	Number of Shares held ⁽¹⁾	Approximate percentage of the issued Shares	Approximate percentage of the total issued Shares (assuming the Buy-back Mandate is exercised in full)
2926 Holdings Limited ⁽²⁾	Beneficial owner and interest held jointly with another person	1,343,686,000 (L)	65.10%	72.33%
Dato' Seri Chan Kong Yew (" Dato' Seri Chan ")	Beneficial owner, interest in a controlled corporation and interest held jointly with another person	1,343,686,000 (L)	65.10%	72.33%
Dato' Kwan Siew Deeg (" Dato' Kwan ")	Beneficial owner, interest in a controlled corporation and interest held jointly with another person	1,343,686,000 (L)	65.10%	72.33%
Datin Seri Lo Shing Ping ⁽³⁾ (" Datin Seri Lo ")	Interest of spouse and interest held jointly with another person	1,343,686,000 (L)	65.10%	72.33%
Tan Sri Datuk Tan Jyh Yaong ⁽⁴⁾ (" Tan Sri Datuk Tan ")	Beneficial owner and interest in a controlled corporation	146,310,000 (L)	7.09%	7.88%

Note:

- (1) The letter "L" denotes the person's long position in the relevant Shares.
- (2) 2926 Holdings Limited ("**2926 Holdings**") is the registered and beneficial owner holding approximately 65.10% of the issued Shares. The issued share capital of 2926 Holdings is owned as to approximately 63.9% by Dato' Seri Chan and approximately 36.1% by Dato' Kwan. On 29 May 2019, Dato' Seri Chan and Dato' Kwan entered into the concert parties confirmatory deed (the "**Concert Parties Confirmatory Deed**") to acknowledge and confirm, among other things, that they are parties acting in concert (having the meaning ascribed to it under the Hong Kong Codes on Takeovers and Mergers (the "**Takeover Codes**"). By virtue of the Concert Parties Confirmatory Deed, each of Dato' Seri Chan and Dato' Kwan is deemed to be interested in the Shares held by 2926 Holdings under the SFO.

- (3) Datin Seri Lo is the spouse of Dato' Seri Chan and is deemed, or taken to be interested in the Shares which Dato' Seri Chan is interested under SFO.
- (4) 55,940,000 shares were held by Multiway Trading Limited (“**Multiway**”) which is wholly owned by Tan Sri Datuk Tan. By virtue of the SFO, Tan Sri Datuk Tan is deemed to be interested in all the shares held by Multiway. Together with 90,370,000 shares held beneficially, Tan Sri Datuk Tan is deemed to be interested in 146,310,000 shares.

Assuming that there is no issue of shares 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) in the six months preceding the Latest Practicable Date.

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

Tan Sri Datuk Tan Jyh Yaong, aged 59 was appointed as an executive Director on 19 March 2021. He was re-designated as a non-executive Director and appointed as the chairman of the Board and the Nomination Committee on 2 July 2021.

Tan Sri 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. Tan Sri Datuk Tan has built an extensive network in various industries worldwide. These industries cover mining, refineries, commodity trading, agriculture, hospitality and healthcare.

Tan Sri Datuk Tan currently serves 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, Tan Sri 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, Tan Sri Datuk Tan does not hold any directorship in any public listed companies in the last three years.

Apart from Mr. Yap Sheng Feng, the executive Director, is the son-in-law of Tan Sri Datuk Tan, Tan Sri Datuk Tan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

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

Tan Sri Datuk Tan has entered into a service contract with the Company for a term of three years commencing from 19 March 2021, and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term, and shall continue thereafter until terminated by not less than one month’s written notice to the other party. Tan Sri Datuk Tan 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 Tan Sri Datuk Tan 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 Tan Sri Datuk Tan is approximately HK\$180,000 per annum (including the director’s fee and other emoluments).

In relation to the proposed re-election of Tan Sri 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 Tan Sri Datuk Tan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Dato' Seri Chan Kong Yew, aged 51, was appointed as an executive Director, chief executive officer and the chairman of the Board on 29 May 2019. He ceased to be the chairman of the Board and the Nomination Committee on 2 July 2021. Dato' Seri Chan established Infinity Logistics & Transport Sdn. Bhd., which commenced business in 2003, and he is currently the managing director of the Group. He is responsible for the Group's overall business planning and operational development, planning and execution of business strategic direction. He also identifies opportunities for the business growth of the Group for expansion, ensures implementation of the governance and risk management policies for corporate sustainability, establishes and maintains effective formal and informal relationship with all the major stakeholders and ensures budgetary control across the Group. Dato' Seri Chan is also a director of several subsidiaries of the Group.

Dato' Seri Chan has over 27 years of experience in the logistics industry. Prior to founding Infinity Logistics & Transport Sdn. Bhd., he was employed by Union Transport (M) Sdn. Bhd. as a branch executive from March 1996 to October 1996 where he was responsible for managing day-to-day air freight and sea freight operation. He then worked as a warehouse manager of Target Warehouse (M) Sdn. Bhd. from November 1996 to February 1997 where he was responsible for managing sea freight and bonded warehouse operation. From February 1997 to February 2003, he was employed by TS Warehouse & Distribution Sdn. Bhd. as the business development director where he was responsible for overseeing the rail transport business of the company. Attributed to his reputation in the logistics industry in Malaysia, he has been appointed as a member of the board of directors of the following statutory bodies in Malaysia: member of Perbadanan Stadium Malaysia from October 2018 to May 2020, director of Johor Port Commission and Penang Port Commission from January 2019 to March 2020, director of Johor Port Commission (Tg Pelepas) and director of Port of Penang Port Commission Telok Ewa from March 2019 to January 2020. He is also a director of a number of private companies such as real estate holding companies and investment properties. Dato' Seri Chan was appointed as an independent non-executive director of the following companies listed on Malaysia Stock Exchange: Boustead Plantations Bhd (stock code: 5254) during the period from 22 July 2019 to 24 June 2020 and Orgabio Holdings Berhad (stock code: 0252) from 8 June 2021 to date.

Dato' Seri Chan obtained a bachelor's degree in social science majoring in political science from the Universiti Sains Malaysia in August 1996. He became a chartered member of The Chartered Institute of Logistics and Transport in December 2006.

Save as disclosed, Dato' Seri Chan does not hold any directorship in any public listed companies in the last three years.

Apart from Datin Seri Lo Shing Ping, the executive Director, is the spouse of Dato' Seri Chan, Dato' Seri Chan 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' Seri Chan was interested and deemed to be interested in 1,343,686,000 Shares pursuant to Part XV of the SFO.

Dato' Seri Chan has entered into a service contract with the Company for a term of three years commencing from the Listing Date, and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term, and shall continue thereafter until terminated by not less than one month's written notice to the other party. Dato' Seri Chan 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' Seri Chan 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' Seri Chan is approximately RM3,390,000 per annum (including the director's fee and other emoluments).

In relation to the proposed re-election of Dato' Seri Chan 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' Seri Chan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

INFINITY LOGISTICS AND TRANSPORT VENTURES LIMITED 鷹輝物流有限公司

(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 (the “AGM”) of Infinity Logistics and Transport Ventures Limited (the “Company”) will be held on Friday, 7 June 2024 at 10:00 a.m. with the combination of a physical meeting at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong and a virtual meeting online 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 auditor (the “Auditor”) of the Company for the year ended 31 December 2023.
2.
 - (a) Tan Sri Datuk Tan Jyh Yaong be re-elected as a non-executive Director;
 - (b) Dato’ Seri Chan Kong Yew be re-elected as an executive Director; and
 - (c) the board of Directors (the “Board”) be authorised to fix the remuneration of the Directors.
3. To consider the appointment of Kreston John & Gan, *Chartered Accountants, Malaysia* as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
- (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 Act (as revised) of the Cayman Islands (the “**Companies Act**”) 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 Act 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
 - (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 Act 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
Tan Sri Datuk Tan Jyh Yaong
Chairman and Non-executive Director

Hong Kong, 26 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:
c/o Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:
Room 1910, 19/F
C C Wu Building
302-308 Hennessy Road
Wanchai
Hong Kong

*Headquarters and principal place of business
in Malaysia:*
No. 2 Jalan Kasuarina 8
Bandar Botanic
41200 Klang
Selangor Darul Ehsan
Malaysia

Notes:

1. The meeting will be in the form of a hybrid meeting. In addition to the traditional physical attendance at the meeting, shareholders of the Company (the “Shareholders” and each, a “Shareholder”) have the option of attending, participating and voting in the meeting through online access (the “Online Platform”). Shareholders participating in the meeting using the Online Platform will also be counted towards the quorum.
2. Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the login access code to participate online in the Online Platform.

Registered Shareholders will be able to attend the AGM, vote and submit questions online via the designated website (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

3. 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. Every member present in person or by proxy, or participate through the Online Platform shall be entitled to on vote for the each share held by him.
4. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-emeeting.tricor.hk>) not less than 48 hours before the time for holding the meeting or adjourned meeting.
5. The register of members of the Company will be closed from 4 June 2024 (Tuesday) to 7 June 2024 (Friday) (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 3 June 2024 (Monday).

NOTICE OF ANNUAL GENERAL MEETING

6. In relation to proposed resolution no. 2 above, Tan Sri Datuk Tan Jyh Yaong and Dato' Seri Chan Kong Yew 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 re-election.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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 8:00 a.m. on 7 June 2024 (Friday), it will be postponed that the annual general meeting will not be held on that day. An announcement will be made in such event.