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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)

DISCLOSEABLE TRANSACTION ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY

THE ACQUISITION

The Board is pleased to announce that on 29 December 2023 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the SPA with the Vendor, pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the Sale Shares at a cash consideration of USD3,626,000.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the Acquisition exceeds 5% but all the applicable percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements but exempt from shareholders' approval requirement under the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 29 December 2023 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the SPA with the Vendor, pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the Sale Shares at a cash consideration of USD3,626,000.

THE ACQUISITION

The SPA

The principal terms of the SPA are summarized as follows:

- Date : 29 December 2023 (after trading hours)
- Parties: : (i) The Purchaser: Supply Stream Management Sdn Bhd, an indirect wholly-owned subsidiary of the Company; and
- (ii) The Vendor: Tan Teik Hong

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Target Company and the Vendor are Independent Third Parties.

- Assets to be acquired : Pursuant to the SPA, the Purchaser has agreed to acquire and the Vendor has agreed to sell the Sale Shares at a cash consideration of USD3,626,000.

The Sale Shares represent the entire issued share capital of the Target Company.

- Consideration : The total consideration payable by the Purchaser to the Vendor under the SPA is USD3,626,000, which shall be paid within thirty (30) days from the date of the SPA.

- Conditions precedent : The Vendor shall procure and complete the following documents for the sale of the Sale Shares prior to the execution of the SPA:

- (i) the directors'/shareholders' approval and/or resolution approving the sale and transfer of the Sale Shares in favour of the Purchaser; and
- (ii) all transfer documents as specified in the SPA necessary to give effect to the registration of the Sale Shares in favour of the Purchaser.

- Completion : Upon receipt of the transfer documents, the Purchaser shall proceed to effect and complete the transfer of the Sale Shares with ACRA as at the date of the SPA. A notice of transfer will be lodged with ACRA to effect an update on the register of members of the Target Company.

After the registration of the share transfer with ACRA is complete, the Target Company will become an indirect wholly-owned subsidiary of the Company.

INFORMATION ON THE GROUP AND THE PURCHASER

The Group is principally engaged in the provision of (i) integrated freight forwarding services; (ii) logistics centre and related services; (iii) land transportation services; (iv) flexitank solution and related services; and (v) fourth-party logistics services.

The Purchaser is a limited liability company incorporated in Malaysia and an indirect wholly-owned subsidiary of the Company. The Purchaser is principally engaged in the provision of freight forwarding services, depot services and general trader.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in Singapore with limited liability and is principally engaged in the business of wholesale trade of a variety of goods and freight transportation business in Singapore.

Set out below are financial information of the Target Company for the year ended 31 December 2022 and the nine months ended 30 September 2023 respectively:

	For the nine months ended 30 September 2023 (unaudited)		For the year ended 31 December 2022 (unaudited)	
	<i>USD</i>	<i>RM</i>	<i>USD</i>	<i>RM</i>
		(Approximate)		(Approximate)
Revenue	4,193,364	19,247,541	nil	nil
Profit/(loss) before taxation	1,127,620	5,175,776	(526)	(2,309)
Profit/(loss) after taxation	823,169	3,778,346	(526)	(2,309)

The unaudited total assets and net assets of the Target company as at 30 September 2023 were USD6,833,989 (equivalent to approximately RM31,368,010) and USD1,840,166 (equivalent to approximately RM8,446,362) respectively.

FINANCIAL EFFECTS OF THE ACQUISITION

Following completion of the Acquisition, the Purchaser will hold 100% of the registered capital of the Target Company, and the Target Company will become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Company will be consolidated with the accounts of the Group.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The acquisition is a strategic market expansion in line with the Group's objective to increase its global presence. The acquisition will benefit the Group with access to wider customer base and market in Singapore whilst solidifying Group's presence in the country. This will further allow the Group to mitigate risks and diversify the business in the country and tap into the benefits of economies of scale from existing resources. The acquisition creates a platform for sustained revenue growth and market expansion.

The terms of the SPA (including the Consideration) are arrived at after arm's length negotiations between the Purchaser and the Vendor. Having considered the foregoing, the Directors are of the view that the terms of the SPA are on normal commercial terms, fair and reasonable, and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the Acquisition exceeds 5% but all the applicable percentage ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements but exempt from shareholders' approval requirement under the Listing Rules.

DEFINITIONS

Unless the context otherwise required, capitalized terms used in this announcement shall have the following meanings:

“Acquisition”	the acquisition of the Sale Shares as contemplated under the SPA
“ACRA”	the Accounting and Corporate Regulatory Authority of Singapore
“Board”	the board of Directors
“Company”	Infinity Logistics and Transport Ventures Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange (stock code: 1442)
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Consideration”	the consideration of USD3,626,000 (equivalent to approximately RM16,643,340) payable by the Purchaser to the Vendor under the SPA
“Directors”	the directors of the Company

“Group”	the Company and its subsidiaries from time to time
“Independent Third Party(ies)”	any party who, to the best of the Director’s knowledge, information and belief having made all reasonable enquiries, is a third party independent of the Company and the connected person(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Purchaser”	Supply Stream Management Sdn Bhd, a limited liability company incorporated in Malaysia and an indirect wholly-owned subsidiary of the Company
“RM”	Ringgit Malaysia, the lawful currency of Malaysia
“Sale Shares”	200,000 ordinary shares of SGD1 each in the share capital of the Target Company, representing the entire issued share capital of the Target Company as at the date of this announcement
“SGD”	Singapore dollars, the lawful currency of Singapore
“SPA”	the share sale and purchase agreement entered into on 29 December 2023 (after trading hours) between the Purchaser and the Vendor in respect of the Acquisition
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Flexitank Solutions Pte. Ltd.
“USD”	United States dollars, the lawful currency of the United States of America
“Vendor”	Tan Teik Hong, a Singapore permanent resident
“%”	per cent

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

Hong Kong, 29 December 2023

As at the date of this announcement, the Company has four executive Directors, namely Dato’ Seri Chan Kong Yew, Dato’ Kwan Siew Deeg, Datin Seri 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.