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

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

If you have sold or transferred all your shares in Infinities Technology International (Cayman) Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## Infinities Technology International (Cayman) Holding Limited 多牛科技國際(開曼)集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1961)

# PROPOSED RE-ELECTION OF DIRECTORS AND

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND

# PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Infinities Technology International (Cayman) Holding Limited to be held at Infinities Media Center, Baosheng Eastern Road, Haidian District, Beijing, People's Republic of China on Friday, 28 June 2024 at 10:00 a.m. is set out on pages 20 to 24 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 June 2024 or the adjourned meeting (as the case may be)). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the Annual General Meeting.

References to time and dates in this circular are to Hong Kong time and dates.

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#### **DEFINITIONS**

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

"Annual General Meeting" the annual general meeting of the Company to be held at

Infinities Media Center, Baosheng Eastern Road, Haidian District, Beijing, People's Republic of China on Friday, 28 June 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 20 to 24 of this circular,

or any adjournment thereof

"Articles of Association" the articles of association of the Company currently in force

"Audit Committee" the audit committee of the Board

"Board" the board of Directors

"Board Diversity Policy" the Board diversity policy of the Company

"CCASS" Central Clearing and Settlement System, a securities

settlement system used within the Hong Kong Exchanges

and Clearing Limited market system

"China" or "PRC" the People's Republic of China excluding, for the purpose

of this circular, Hong Kong, the Macau Special Administrative Region of the People's Republic of China

and Taiwan

"Company" Infinities Technology International (Cayman) Holding

Limited (多牛科技國際(開曼)集團有限公司), an exempted company with limited liability incorporated in Cayman Islands under the Cayman Islands Companies Act (As Revised) on 5 February 2018, the Shares of which are listed on the Main Board of the Stock Exchange on 17 March

2020

"Director(s)" the director(s) of the Company

"Director Nomination Policy" the Director nomination policy of the Company

"Group" or "the Group" the Company and all of its subsidiaries

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong

"HKSCC" Hong Kong Securities Clearing Company Limited

"Hong Kong" the Hong Kong Special Administrative Region of the

People's Republic of China

#### **DEFINITIONS**

"Issuance Mandate" a general mandate proposed to be granted to the Directors to allot, issue or deal with new Shares (including any sale and transfer of Shares out of treasury that are held as treasury Shares) of not exceeding 20% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing of the ordinary resolution contained in item 9 of the notice of the Annual General Meeting "Latest Practicable Date" 23 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular "Listing Rules" the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time "New Articles of Association" the second amended and restated articles of association "Nomination Committee" the nomination committee of the Board "Proposed Amendments" proposed amendments to the Articles of Association as set out in Appendix III to this circular "Remuneration Committee" the remuneration committee of the Board "Repurchase Mandate" a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing of the ordinary resolution contained in item 8 of the notice of the Annual General Meeting "Share(s)" ordinary share(s) HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company "Shareholder(s)" holder(s) of Share(s) "Stock Exchange" The Stock Exchange of Hong Kong Limited "Takeovers Code" The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time "treasury Shares" has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 "%" per cent

## Infinities Technology International (Cayman) Holding Limited 多牛科技國際(開曼)集團有限公司

 $(Incorporated\ in\ the\ Cayman\ Islands\ with\ limited\ liability)$ 

(Stock Code: 1961)

Executive Directors:

Mr. LI Qiang (Chairman)

Mr. WANG Le

Non-executive Directors:

Mr. LIANG Junhua

Mr. WANG Ning

Independent Non-executive Directors:

Mr. LEUNG Ming Shu

Mr. TANG Shun Lam

Mr. YAN Chi Kwan

Registered Office:

Cricket Square

Hutchins Drive, PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Head Office and Principal Place of

Business in the PRC:

Room 606, West Building

Fangyuan E Time

12-1 Keyun Road

Tianhe District

Guangzhou, PRC

Principal Place of Business

in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

Hong Kong, 30 April 2024

To the Shareholders

Dear Sir/Madam.

## PROPOSED RE-ELECTION OF DIRECTORS AND

# PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND

# PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION AND

NOTICE OF ANNUAL GENERAL MEETING

#### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Friday, 28 June 2024.

#### 2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 83 and Article 84 of the Articles of Association, Mr. Wang Le, Mr. Li Qiang, Mr. Leung Ming Shu and Mr. Yan Chi Kwan will retire as Directors at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy, Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid executive Director and independent non-executive Director who are due to retire at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

#### 3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 30 June 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company (excluding any treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting (i.e. a total of 63,800,117 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting out of the total number of issued Shares of 638,001,174 Shares as at the Latest Practicable Date).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

#### 4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 30 June 2023, a general mandate was granted to the Directors to issue Shares (including any sale or transfer of treasury Shares). Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury Shares) of not exceeding 20% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting (i.e. a total of 127,600,234 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting out of the total number of issued Shares of 638,001,174 Shares as at the Latest Practicable Date). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

Subject to the approval of Shareholders, the Company may only use the general mandate for the sale or transfer of treasury Shares after the amendments to the Listing Rules relating to treasury shares come into effect.

## 5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

As set out in the announcement of the Company dated 19 April 2024, the Board proposed to seek approval from the Shareholders at the Annual General Meeting for the Proposed Amendments as set out in Appendix III to this circular.

Particulars of the Proposed Amendments, which will be effected by the adoption of the New Articles of Association, are set out in Appendix III to this circular. The proposed adoption of the New Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and do not violate the laws of the Cayman Islands, respectively. In addition, the Board confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments are prepared in the English language. The Chinese translation of the Proposed Amendments is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

#### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 20 to 24 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

Holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (https://www.infinities.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 June 2024) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

#### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Repurchase Mandate and the Issuance Mandate and the Proposed Amendments to the Articles of Association and the adoption of the New Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Infinities Technology International (Cayman) Holding Limited
LI Qiang
Chairman

### DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

#### (1) EXECUTIVE DIRECTORS

Mr. Wang Le (王樂) ("Mr. Wang"), aged 44, is the executive Director of the Company since 23 May 2022. Mr. Wang has been the chairman of Beijing Infinities Interactive Media Company Limited\* (北京多牛互動傳媒股份有限公司) since August 2015. Prior to that, Mr. Wang served as the chief editor of Donews at Beijing Qianxiang Internet Technology Development Company Limited\* (北京千橡互聯科技發展有限公司) from January 2006 to December 2013, and he was a journalist at The Economic Observer (經濟觀察報社) from September 2004 to December 2005 and at Tianji Media Group (重慶天極網絡有限公司) from February 2002 to September 2004.

Mr. Wang obtained his junior college degree in economics law at Jinling Institute of Technology in July 2001, and his bachelor of engineering degree in computer software application at Jilin University in July 2015.

Save as disclosed above, Mr. Wang has not served as a director of any other companies listed on any securities market in Hong Kong or overseas and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Group over the past three years.

As at the Latest Practicable Date, Infinities Global Technology Limited Partnership was interested in 345,721,719 Shares, representing approximately 54.19% of the total issued share capital of our Company. Mr. Wang is an ultimate controller of Infinities Global Technology Limited Partnership, so he is deemed to be interested in those Shares pursuant to Part XV of the SFO.

Mr. Wang has entered into a service contract with the Company for a term of three years commencing from 23 May 2022. He is entitled to a remuneration of HK\$1,680,000 per annum, which is determined based on his duties and responsibilities in our Company, the prevailing market rate and the remuneration policy of our Company. His appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association of the Company.

Save as disclosed above, there are no other matters concerning Mr. Wang that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

### DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Li Qiang (李強) ("Mr. Li"), aged 37, is the executive Director, the Chairman, the Chief Executive Officer and the chairman of the Nomination Committee of the Company since 24 April 2024. He served as the acting Chief Executive Officer from 15 August 2022 to 24 April 2024. Mr. Li has over 10 years of experience in corporate management and gaming business operations. From February 2014 to July 2022, he held a number of senior management positions in Beijing Infinities Interactive Media Company Limited\* (北京多牛互動傳媒股份有限公司) ("Beijing Infinities"). From February 2014 to June 2016, he was a commercial manager of Beijing Infinities and its subsidiaries and was a manager of president's office of Beijing Infinities from November 2019 to July 2022.

Mr. Li obtained his bachelor's degree in information and computer science from Dalian Polytechnic University in July 2010.

Save as disclosed above, Mr. Li has not served as a director of any other companies listed on any securities market in Hong Kong or overseas and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Group over the past three years.

Mr. Li has entered into a service contract with the Company for a term of three years commencing from 24 April 2024. He is entitled to a remuneration of HK\$810,000 per annum, which is determined based on his duties and responsibilities in our Company, the prevailing market rate and the remuneration policy of our Company. His appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association of the Company.

As at the Latest Practicable Date, Mr. Li does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Li that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

#### (2) INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Leung Ming Shu (梁銘樞) ("Mr. Leung"), aged 48, is the independent nonexecutive Director, chairman of the Audit Committee and member of the Nomination Committee of the Company since 23 May 2022. Mr. Leung has over 22 years of experience in the areas of corporate finance and accounting. Since April 2021, Mr. Leung has been serving as the group chief financial officer and a member of the strategy committee of 58.com Group as well as the managing partner of the 58 Industry Fund. He is the founder of the private equity fund Harmony Capital and has served as the founding partner since 2017. Mr. Leung has been serving as an independent non-executive director of (i) Sun.King Technology Group Limited, a listed company on the Stock Exchange (stock code: 580), since March 2017; (ii) Renrui Human Resources Technology Holdings Limited, a listed company on the Stock Exchange (stock code: 6919), since November 2019, (iii) Cabbeen Fashion Limited, a listed company on the Stock Exchange (stock code: 2030), since February 2013; (iv) Gala Technology Holding Limited, a listed company on the Stock Exchange (stock code: 2458), since December 2022; and (v) an non-executive director of GOGOX HOLDINGS LIMITED, a listed company on the Stock Exchange (stock code: 2246), since July 2021. Prior to that, Mr. Leung Ming Shu served as an independent non-executive director at Comtec Solar Systems Group Limited, a listed company on the Stock Exchange (stock code: 712), from June 2008 to February 2021 and Shengli Oil & Gas Pipe Holdings Limited, a listed company on the Stock Exchange (stock code: 1080), from January 2011 to April 2013.

Mr. Leung obtained his bachelor of arts degree in accountancy from the City University of Hong Kong in June 1998 and a master's degree in accountancy from the Chinese University of Hong Kong in November 2001. He is a fellow member of the Association of Chartered Certified Accountants and a fellow member of The Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Leung has not served as a director of any other companies listed on any securities market in Hong Kong or overseas and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Group over the past three years.

Mr. Leung has entered into a letter of appointment with the Company for a term of three years commencing from 23 May 2022. He is entitled to a remuneration of HK\$420,000 per annum, which is determined based on his duties and responsibilities in our Company, the prevailing market rate and the remuneration policy of our Company. His appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association of the Company.

As at the Latest Practicable Date, Mr. Leung does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Leung that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

#### (3) INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Yan Chi Kwan (顏志軍) ("Mr. Yan"), aged 48, has been appointed as an independent non-executive Director, a member of the audit committee and a member of the remuneration committee of the Company since 19 February 2024. Mr. Yan has over 23 years of experience in the area of business investment and asset management. He is the chief investment officer of Quam Plus International Financial Limited (stock code: 952), since May 2018. Prior to that, Mr. Yan was a chief investment officer of CMBC International Holdings Limited from March 2014 to April 2018. He was a head of business and product development of Shenwan Hongyuan Asset Management (Asia) Limited (formerly known as Shenyin Wanguo Asset Management (Asia) Limited) from November 2011 to November 2013 and a general manager of wealth management of Shenwan Hongyuan Securities (H.K.) Limited (formerly known as Shenyin Wanguo Securities (H.K.) Limited) from July 2012 to November 2013. He was a portfolio manager of Crown One Asset Management Limited from December 2010 to October 2011. He also was a director of GIP Partners Limited from May 2008 to December 2010 and a director of SHK Fund Management Limited from February 2006 to April 2007. He was a vice president of Superfund Financial (Hong Kong) Limited from September 2004 to February 2006 and an assistant vice president of Legg Mason International Equities Limited (formerly known as Citigroup Asset Management Limited) from January 2001 to September 2004.

Mr. Yan obtained his Bachelor of Finance degree and a Master of Economics from The University of Hong Kong in 1998 and 2000, respectively. He further obtained his Doctorate in Arts degree from the European Institute of Management and Technology in November 2023. He has been a Chartered Financial Analyst (CFA) charterholder since December 2004.

Save as disclosed above, Mr. Yan has not served as a director of any other companies listed on any securities market in Hong Kong or overseas and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Group over the past three years.

Mr. Yan has entered into a letter of appointment with the Company for a term of three years since 19 February 2024. He is entitled to a remuneration of HK\$420,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company. His appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association of the Company.

As at the Latest Practicable Date, Mr. Yan does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Yan that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

This appendix is an explanatory statement required by the Listing Rules to provide you with requisite information for consideration of the Repurchase Mandate.

#### 1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 638,001,174 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 638,001,174 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 63,800,117 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

#### 2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

#### 3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

#### 4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate 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. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from 1 April 2023 up to and including the Latest Practicable Date were as follows:

Month	<b>Highest</b> <i>HK</i> \$	Lowest HK\$
	$m\psi$	$IIK\psi$
2023		
April	1.99	1.72
May	1.82	1.50
June	1.63	1.37
July	1.59	1.36
August	1.54	1.37
September	1.49	1.39
October	1.86	1.42
November	1.66	1.38
December	1.65	1.28
2024		
January	1.70	1.20
February	1.41	1.20
March	1.40	1.14
April (up to the Latest Practicable Date)	1.29	0.92

#### 6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

#### 7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Infinities Global Technology Limited Partnership was interested in 345,721,719 Shares representing approximately 54.19% of the total issued share capital of the Company. In the event that the Directors exercise the power to repurchase shares under the proposed Repurchase Mandate in full, the shareholding of Infinities Global Technology Limited Partnership would be increased to approximately 60.21% of the issued share capital of the Company.

The Directors consider that such increase in shareholding would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

#### 8. REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

Details of the Proposed Amendments are as follows:

ARTICLE NO.	PROVISIONS IN THE ARTICLES OF ASSOCIATION	ARTICLE NO.	PROVISIONS IN THE NEW ARTICLES OF ASSOCIATION (SHOWING CHANGES TO THE ARTICLES OF ASSOCIATION)
10(a)	the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and	10(a)	the necessary quorum (other than including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and
44.	The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of Hong Kong dollars 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of Hong Kong dollars 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.	44.	The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of Hong Kong dollars 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of Hong Kong dollars 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.

151.	The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.	151	The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.
158.	Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to	158	Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to

him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the ioint holders.

him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the ioint holders.

- (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:
  - (a) by serving it personally on the relevant person;
  - (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;

		(c) by delivering or leaving it at such address as aforesaid;
		(d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
		(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3);
		(f) by publishing it on the Company's website or the website of the Designated Stock Exchange;
		(g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
	(2)	In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
	(3)	Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.

			(4) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.
159(b)	if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;	159(b)	if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
159(d)	may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.	159(d)	if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.

by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental by any like description, at the address, any, supplied for the purpose by the person claiming to be so entitled, or (until such address has been so supplied) by giving notice in any manner in which the same might have been given if the death, mental	160(2)	by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental		A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the <a href="Motice"><u>n</u>Motice</a> in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
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## Infinities Technology International (Cayman) Holding Limited 多牛科技國際(開曼)集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1961)

**Notice is hereby given** that the Annual General Meeting of Infinities Technology International (Cayman) Holding Limited (the "**Company**") will be held at Infinities Media Center, Baosheng Eastern Road, Haidian District, Beijing, People's Republic of China on Friday, 28 June 2024 at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

- (1) To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
- (2) To re-elect Mr. Wang Le as an executive director of the Company.
- (3) To re-elect Mr. Li Qiang as an executive director of the Company.
- (4) To re-elect Mr. Leung Ming Shu as an independent non-executive director of the Company.
- (5) To re-elect Mr. Yan Chi Kwan as an independent non-executive director of the Company.
- (6) To authorize the board of directors to fix the respective directors' remuneration.
- (7) To re-appoint Ernst & Young as the auditor of the Company and to authorize the board of directors to fix their remuneration.
- (8) To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

#### "THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares, which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11

June 2024) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:
  - "Relevant Period" means the period from 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 or any applicable laws 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 in general meeting."
- (9) To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

#### "THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

"Relevant Period" means the period from 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 or any applicable laws 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 in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

(10) To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"THAT conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the "Notice"), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 8 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution)."

#### SPECIAL RESOLUTION

(11) To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

#### "THAT:

- (a) the proposed amendments to the amended and restated articles of association of the Company currently in effect (the "**Proposed Amendments**"), the details of which are set out in Appendix III to the circular of the Company dated 30 April 2024, be and are hereby approved;
- (b) the second amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments (the "New Articles"), a copy of which has been produced to this meeting and initialed by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect; and
- (c) any one Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles, including without limitation, attending to the necessary registration and filings for and on behalf of the Company with the Registrar of Companies in the Cayman Islands and Hong Kong."

By Order of the Board
Infinities Technology International (Cayman) Holding Limited
LI Qiang

Chairman

Hong Kong, 30 April 2024

#### Notes:

- 1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- 2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder presents in person or by proxy shall be entitled to one vote for each share held by him. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the Annual General Meeting.
- 3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at 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 less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Wednesday, 26 June 2024 or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must 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 for registration not later than 4:30 p.m. on Monday, 24 June 2024.
- 5. References to time and dates in this notice are to Hong Kong time and dates.