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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Seamless Green China (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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.

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### Seamless Green China (Holdings) Limited 無縫綠色中國(集團)有限公司

*(Incorporated in the Cayman Islands and re-domiciled and continued in Bermuda with limited liability)*

**(Stock Code: 8150)**

#### SUPPLEMENTARY CIRCULAR REGARDING THE PROPOSED CAPITAL REORGANISATION AND REVISED NOTICE OF SPECIAL GENERAL MEETING

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The Revised SGM Notice convening the Re-convened SGM of the Company to be held at Units 1201-3, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 16 March 2022 at 11:00 a.m. is set out on pages SGM-1 to 4 of this supplementary circular. The form of proxy accompanying the Company’s Circular dated 21 January 2022 shall be valid for use in connection with the Re-convened SGM. Such form of proxy is also published on the websites of the GEM of the Stock Exchange and the Company.

If you are not able to attend the Re-convened SGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Re-convened SGM or its adjournment. The completion and return of the form of proxy will not preclude you from attending and voting in person at the Re-convened SGM or any adjournment thereof if you so wish. If you attend and vote at the Re-convened SGM, the authority of your proxy will be revoked.

*This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of publication.*

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## IMPORTANT NOTICES

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

In view of the ongoing Novel Coronavirus (COVID-19) pandemic and the requirements for prevention and control of its spread, the Company will implement the following preventive measures at the SGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (a) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the SGM venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the SGM venue or be required to leave the SGM venue.
- (b) Every attendee is required to wear surgical face mask inside the SGM venue at all times, and to maintain a safe distance between seats.
- (c) Seating at the venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for the Shareholders and participants to attend the SGM. The Company may limit the number of attendees at the SGM as may be necessary to avoid over-crowding.
- (d) No refreshments will be served.

To the extent permitted under the law, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue in order to ensure the safety of the attendees at the SGM. The Company hereby reminds the Shareholders not to attend the SGM if they have contracted or are suspected to have contracted COVID-19 or are subject to quarantine or self-quarantine in relation to COVID-19 or have had close contact with anybody who has contracted or is suspected to have contracted COVID-19.

**In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the SGM as their proxy to vote on the relevant resolutions at the SGM instead of attending the SGM in person.**

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## REVISED TIMETABLE OF THE CAPITAL REORGANISATION

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*As a result of the re-scheduling of the SGM, the expected timetable for implementation of the Capital Reorganisation is revised as below:*

Date of dispatch of the Supplementary Circular and the Revised SGM Notice .....	Friday, 18 February 2022
Latest time for lodging transfers of Shares for attending the Re-convened SGM .....	4:30 p.m. on Thursday, 10 March 2022
Closure of register of members (both dates inclusive) .....	Friday, 11 March 2022 to Wednesday, 16 March 2022
Latest date and time for lodging forms of proxy for the Re-convened SGM .....	11:00 a.m. on Monday, 14 March 2022
Expected date and time of the Re-convened SGM .....	11:00 a.m. on Wednesday, 16 March 2022
Announcement of voting results of the Re-convened SGM .....	Wednesday, 16 March 2022

***The following events are conditional upon the fulfillment of the conditions for the implementation of the Capital Reorganisation:***

Expected effective date of the Capital Reorganisation .....	Friday, 18 March 2022
First day for free exchange of existing share certificates for new share certificates for the New Shares .....	Friday, 18 March 2022
Commencement of dealings in New Shares .....	9:00 a.m. on Friday, 18 March 2022
Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes .....	9:00 a.m. on Friday, 18 March 2022

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## REVISED TIMETABLE OF THE CAPITAL REORGANISATION

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Temporary counter for trading in the New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) opens . . . . .9:00 a.m. on Friday, 18 March 2022

Original counter for trading in the New Shares in board lots of 10,000 New Shares (in the form of new share certificates) re-opens . . . . .9:00 a.m. on Friday, 1 April 2022

Parallel trading in the New Shares (in the form of new share certificates and existing share certificates) commences . . . . .9:00 a.m. on Friday, 1 April 2022

Designated broker starts to stand in the market to provide matching services for odd lots of New Shares . . . . .9:00 a.m. on Friday, 1 April 2022

Designated broker ceases to stand in the market to provide matching services for odd lots of the New Shares . . . . . 4:00 p.m. on Tuesday, 26 April 2022

Temporary counter for trading in the New Shares in board lots of 1,000 New Shares (in the form of existing share certificates) closes . . . . . 4:10 p.m. on Tuesday, 26 April 2022

Parallel trading in the New Shares (in the form of new share certificates and existing share certificates) ends . . . . . 4:10 p.m. on Tuesday, 26 April 2022

Last day for free exchange of existing share certificates for new share certificates . . . . . 4:30 p.m. on Thursday, 28 April 2022

*Notes:*

- 1. All times and dates specified in the timetable above refer to Hong Kong times and dates.*
- 2. The timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.*

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## LETTER FROM THE BOARD

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### Seamless Green China (Holdings) Limited

### 無縫綠色中國(集團)有限公司

*(Incorporated in the Cayman Islands and re-domiciled and continued in Bermuda with limited liability)*

**(Stock Code: 8150)**

*Executive Directors:*

Wong Kin Hong (*Chairman*)

Huang Yonghua

Wong Tat Wa

Leung Po Yee

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Independent Non-executive Directors:*

Yan Guoniu

Tang Rong Gang

Ou Wei An

Ng Yu Ho, Steve

*Principal Place of Business in Hong Kong:*

Room 1604

Seaview Commercial Building

21-24 Connaught Road West

Sheung Wan, Hong Kong

18 February 2022

*To the Shareholders,*

Dear Sir or Madam,

### SUPPLEMENTARY CIRCULAR REGARING THE PROPOSED CAPITAL REORGANISATION

Reference is made to (i) the Company's announcement dated 4 January 2022 in relation to the Capital Reorganisation; (ii) the Company's circular (the "**Circular**") and notice of special general meeting (the "**Original SGM Notice**") both dated 21 January 2022; and (iii) the Company's announcements dated 27 January 2022, 11 February 2022 and 14 February 2022 regarding the proposed adjournment of the SGM originally convened to be held on 14 February 2022 (the "**Original SGM**") and the change of terms to the Capital Reorganisation by the inclusion of the Share Premium Reduction. This supplementary circular should be read in conjunction with the Circular. Unless the context otherwise requires, capitalised terms in this supplementary circular shall have the same meanings as defined in the Circular.

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## LETTER FROM THE BOARD

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### SHARE PREMIUM REDUCTION

As at 14 February 2022, being the latest practicable date for ascertaining the details contained in this supplementary circular (the “**Latest Practicable Date**”), the credit standing in the share premium account of the Company (the “**Share Premium Account**”) amounts to HK\$491,058,221. In addition to the Share Consolidation, the Capital Reduction and the Share Subdivision, the Board proposes to include in the Capital Reorganisation the following steps in relation to the reduction of the Share Premium Account (the “**Share Premium Reduction**”), such that the entire amount standing to the credit of the Share Premium Account be reduced to nil, and that all the credit arising from the Share Premium Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act.

The conditions and the notice requirement of the Capital Reorganisation will remain the same as stipulated in the Circular. In particular, the Capital Reorganisation is conditional on, among other things, the passing of the necessary special resolution(s) by the Shareholders approving the Capital Reorganisation at the SGM, and the Stock Exchange granting the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation. The requirements of the Companies Act include (i) the publication of a notice of the Capital Reduction and the Share Premium Reduction in an appointed newspaper in Bermuda on a date not more than 30 days and not less than 15 days before the date on which the Capital Reduction and the Share Premium Reduction are to take effect; and (ii) that the Directors are satisfied on the date on which the Capital Reduction and the Share Premium Reduction are to be effected, that there are no reasonable grounds for believing that the Company is, or after the Capital Reduction and the Share Premium Reduction would be, unable to pay its liabilities as they become due. Like the other steps of the Capital Reorganisation, the Share Premium Reduction will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses.

Under the laws of Bermuda, the Directors may apply the contributed surplus in any manner permitted by the laws of Bermuda and the bye-laws of the Company in effect from time to time. The credit arising as a result of the Share Premium Reduction will enable the Company to set off against its accumulated losses, thereby facilitating any future distribution to the Shareholders. The Board is therefore of the view that the inclusion of the Share Premium Account in the Capital Reorganisation is beneficial to and in the interests of the Company and the Shareholders as a whole.

Shareholders are recommended to read the revised timetable of the Capital Reorganisation set out in earlier part of this supplementary circular. Save as disclosed in this supplementary circular, all other information and contents set out in the Circular regarding the Capital Reorganisation remain unchanged.

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## LETTER FROM THE BOARD

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### **FREE EXCHANGE OF SHARE CERTIFICATES**

Subject to the Capital Reorganisation becoming effective, Shareholders may, during the period from Friday, 18 March 2022 to Thursday, 28 April 2022 (both days inclusive), submit share certificates for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F Central Tower, 28 Queen's Road Central, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the New Shares, on the basis of ten Existing Shares for one New Share. Thereafter, certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of certificates cancelled/issued is higher. After 4:30 p.m. on Thursday, 28 April 2022, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for the New Shares at any time but will not be accepted for delivery, trading and settlement purposes.

The new share certificates for the New Shares will be issued in light yellow colour in order to distinguish them from the existing share certificates for the Existing Shares, which are in light blue colour.

### **ODD LOTS ARRANGEMENT AND MATCHING SERVICES**

In order to facilitate the trading of odd lots (if any) of the New Shares arising from the Capital Reorganisation, the Company has appointed I Win Securities Limited as its agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares for the period from 9:00 a.m. on Friday, 1 April 2022 to 4:00 p.m. on Tuesday, 26 April 2022 (both days inclusive). Shareholders who wish to take advantage of this service should contact Mr. Steven Ng of I Win Securities Limited at Room 1916, Hong Kong Plaza, 188 Connaught Road West, Hong Kong or at telephone number (852) 2688 6333 during office hours of such period.

Shareholders with odd lot holdings of the New Shares should note that the matching of the sale and purchase of odd lots of the New Shares is on a best efforts basis. Successful matching of the sale and purchase of odd lots of the New Shares is not guaranteed. In addition, odd lots might be sold below the trading price of full board lots of the Shares. Shareholders who are in any doubt about the odd lot arrangement are recommended to consult their own professional advisers.

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## LETTER FROM THE BOARD

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### PROPOSED ADJOURNMENT OF SPECIAL GENERAL MEETING

The SGM was originally scheduled to be held on 14 February 2022 at 11:00 a.m. at Units 1201-3, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong. Due to the change to the terms of the Capital Reorganisation, in order to comply with the 21 clear days' minimum notice period between the dates of the notice and the meeting as required by Bye-law 59(1) of the Bye-laws of the Company, the chairman of the meeting has, upon the commencement of the SGM on 14 February 2022 at which a quorum was present, proposed a resolution (the **"Adjournment Resolution"**) that the meeting be adjourned and re-convened at such date, time and place to be decided and announced by the Board in due course (the **"Re-convened SGM"**).

As disclosed in the Company's announcement dated 11 February 2022, the Board announced that the adjourned SGM be re-convened on Wednesday, 16 March 2022 at the same time (i.e. 11:00 a.m.) and same venue (i.e., at Units 1201-3, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong).

Pursuant to Bye-law 65 of the Bye-laws of the Company, in the case of a resolution duly proposed as a special resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon. To comply with Bye-law 65, a revised notice of SGM (the **"Revised SGM Notice"**) is included on pages SGM-1 to 4 of this circular for dispatch to the Shareholders, containing the full text of the revised special resolution regarding the Capital Reorganisation to be proposed at the Re-convened SGM, comprising not only the Share Consolidation, the Capital Reduction and the Share Subdivision as originally contemplated but also the Share Premium Reduction as described in this supplementary circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the Re-convened SGM will demand poll for every resolution set out in the notice of the Re-convened SGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolution regarding the Capital Reorganisation set out in the notice of the Re-convened SGM.

### CONTINUED VALIDITY OF PROXY FORMS

No revised form of proxy will be dispatched to Shareholders, as the short form description of the special resolution as stipulated in the original form of proxy remains the same. The form of proxy accompanying the Circular dated 21 January 2022 shall be valid for use in connection with the Re-convened SGM.



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## LETTER FROM THE BOARD

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Shareholders who have already lodged their forms of proxy or the appointment documents for corporate representatives with the Company's branch share registrar in Hong Kong do not need to re-lodge those documents if their voting decisions remain the same, as all lodged proxies and corporate representative documents shall remain valid for vote-taking at the Re-convened SGM so long as the lodging Shareholder remains as a Shareholder when the register of member of the Company is closed to determine the eligibility of voting at the Re-convened SGM.

Any Shareholder who wishes to alter their voting decisions between the adjournment of the Original SGM and the lodging deadline for the Re-convened SGM (i.e. 48 hours before the meeting) may continue to use the old form for the re-lodge of proxy. Any re-lodged form of proxy shall have the effect of revoking any form of proxy previously lodged in respect of the same block of Shares. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the Re-convened SGM should any Shareholder so wishes.

### RECOMMENDATIONS

The Directors consider that the Capital Reorganisation is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders to vote in favour of the resolution regarding the Capital Reorganisation to be proposed at the Re-convened SGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information regarding 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.

### WARNING

**Shareholders should take note that the Capital Reorganisation is conditional upon satisfaction of certain conditions and may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

Yours faithfully,  
On behalf of the Board  
**Seamless Green China (Holdings) Limited**  
**Wong Kin Hong**  
*Chairman*

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## REVISED NOTICE OF SPECIAL GENERAL MEETING

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### Seamless Green China (Holdings) Limited

### 無縫綠色中國(集團)有限公司

*(Incorporated in the Cayman Islands and re-domiciled and continued in Bermuda with limited liability)*

**(Stock Code: 8150)**

## REVISED NOTICE OF SPECIAL GENERAL MEETING

Reference is made to the notice of special general meeting of Seamless Green China (Holdings) Limited 無縫綠色中國(集團)有限公司 (the “**Company**”) dated 21 January 2022, the Company’s announcements dated 27 January 2022, 11 February 2022 and 14 February 2022 regarding the change of the terms of the Capital Reorganisation, the adjournment of the SGM and the revised timetable of the Capital Reorganisation.

At the originally convened SGM on 14 February 2022 at which a quorum was present, a resolution was proposed by the chairman (the “**Adjournment Resolution**”) and duly passed by shareholders eligible to vote thereon, to adjourn the meeting for re-convening at such date, time and place to be decided and announced by the Board in due course (the “**Re-convened SGM**”). As disclosed in the Company’s announcement dated 11 February 2022, the Company announced that the adjourned SGM be re-convened on Wednesday, 16 March 2022 at the same time and venue as the originally convened SGM.

This revised notice of SGM serves the purpose of giving notice to shareholders on the revised date of the SGM, containing the full text of the revised special resolution regarding the Capital Reorganisation to be proposed at the Re-convened SGM, comprising not only the Share Consolidation, the Capital Reduction and the Share Subdivision as originally contemplated but also the Share Premium Reduction as described in the supplemental announcement of the Company dated 27 January 2022. For clear illustration, the changes made to the text of the special resolution as a result of the change of the terms of the Capital Reorganisation are shown as bold and double-underlined text below.

**REVISED NOTICE IS HEREBY GIVEN** that the Re-convened SGM of the Company will be held at Units 1201-3, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 16 March 2022 at 11:00 a.m. for the purposes of considering, and if thought fit, passing (with or without amendments) the following resolution as a special resolution:

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## REVISED NOTICE OF SPECIAL GENERAL MEETING

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### SPECIAL RESOLUTION

“THAT, conditional upon (i) The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in the New Shares (as defined below) and the underlying New Shares falling to be allotted and issued upon exercise of the subscription rights attaching to the share options of the Company; and (ii) the compliance by the Company with the relevant procedures and requirements under section 46(2) of the Companies Act 1981 of Bermuda and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) to effect the Capital Reorganisation (as defined below), with effect from the second business day (as defined in the Listing Rules) following the day on which this resolution is passed by the shareholders of the Company (the “**Shareholders**”):

- (a) every ten issued and unissued shares of HK\$0.05 each in the existing share capital of the Company be and are consolidated (the “**Share Consolidation**”) into one share of HK\$0.50 each (the “**Consolidated Shares**”);
- (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation;
- (c) immediately following the Share Consolidation, the par value of each of the then issued Consolidated Shares be and is hereby reduced from HK\$0.50 each to HK\$0.01 each (the “**New Shares**”) by cancelling the capital paid-up thereon to the extent of HK\$0.49 on each of the then issued Consolidated Shares (together with sub-paragraph (b) above are hereinafter referred to as the “**Capital Reduction**”), and the entire amount standing to the credit of the share premium account of the Company be reduced to nil (the “Share Premium Reduction”);
- (d) immediately following the Share Consolidation, each of the then authorised but unissued Consolidated Shares of HK\$0.50 each be and is hereby sub-divided into fifty New Shares of HK\$0.01 each (the “**Share Subdivision**”, together with the Share Consolidation, the Share Premium Reduction and the Capital Reduction, the “**Capital Reorganisation**”);
- (e) the credit arising from the Capital Reduction and the Share Premium Reduction be transferred to the account designated as the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (“**Contributed Surplus Account**”) and the board of directors of the Company (the “**Board**”) be and is hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws including, without limitation, eliminating or setting off the accumulated deficits of the Company which may arise from time to time and/or paying dividends and/or making any other distribution out of the Contributed Surplus Account from time to time without any further authorisation from the shareholders of the Company and all such actions in relation thereto be and are approved, ratified and confirmed; and

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## REVISED NOTICE OF SPECIAL GENERAL MEETING

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- (f) the Board be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as it may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation involving the Share Consolidation, the Capital Reduction, the Share Premium Reduction and the Share Subdivision and (where practicable) to aggregate all fractional New Shares and sell them for the benefit of the Company.”

Yours faithfully,  
On behalf of the Board  
**Seamless Green China (Holdings) Limited**  
**Wong Kin Hong**  
*Chairman*

Hong Kong, 18 February 2022

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Principal Place of Business in Hong Kong:*

Room 1604  
Seaview Commercial Building  
21-24 Connaught Road West  
Sheung Wan, Hong Kong

*Notes:*

- (a) Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at this meeting or its adjournment is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
- (b) Where there are joint holders of any Share, any one of such joint holders may vote at the above meeting, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

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## REVISED NOTICE OF SPECIAL GENERAL MEETING

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- (c) *For determining members' entitlement to attend and vote at the Re-convened SGM, the register of members will be closed from Friday, 11 March 2022 to Wednesday, 16 March 2022 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the Re-convened SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration not later than 4:30 p.m. on Thursday, 10 March 2022.*
- (d) *No revised form of proxy will be dispatched to Shareholders, as the short form description of the special resolution to be proposed for approval at the meeting as contained in the form of proxy remains the same as the originally-convened SGM. The form of proxy accompanying the Company's circular dated 21 January 2022 shall be valid for use in connection with the Re-convened SGM.*
- (e) *In order to be valid, a 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 or authority, shall be deposited at the Company's branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong not later than 48 hours before the time appointed for the holding of the meeting or its adjournment. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting or its adjournment thereof and, in such event, the proxy form shall be deemed to be revoked.*
- (f) *According to Rule 17.47(4) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange, the voting at this meeting will be taken by poll.*
- (g) *If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect at any time within three hours of the time fixed for holding this meeting, this meeting will be postponed. The Company will post an announcement on the website of the Company at [www.victoryhousefp.com/lchp/8150.html](http://www.victoryhousefp.com/lchp/8150.html) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.*
- (h) *In light of the pandemic situation of Novel Coronavirus (COVID-19), member may consider appointing the chairman of the SGM as his/her proxy to vote on the resolution instead of attending the SGM in person. There will be no corporate gift or refreshment in the SGM in order to reduce person-to-person contact. Shareholders attending the SGM in person are required to wear surgical face mask and to undertake a body temperature check before they enter the SGM venue. Any person who does not comply with the precautionary measures to be taken at the SGM will be denied entry into the SGM venue. Attendees are requested to observe and practise good personal hygiene at all times at the SGM venue.*

*As at the date of this notice, the Board comprises four executive Directors, namely Mr. Wong Kin Hong (Chairman), Mr. Huang Yonghua, Mr. Wong Tat Wa and Ms. Leung Po Yee; and four independent non-executive Directors, namely Mr. Yan Guoniu, Mr. Tang Rong Gang, Mr. Ou Wei An and Mr. Ng Yu Ho, Steve.*