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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:

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

- (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.

- (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 and on the HKExnews website of the Stock Exchange at 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 announcement, the Board comprises:

Executive Directors

- (1) Mr. Wong Kin Hong (*Chairman*)
- (2) Mr. Huang Yonghua
- (3) Mr. Wong Tat Wa
- (4) Ms. Leung Po Yee

Independent Non-executive Directors

- (5) Mr. Yan Guoniu
- (6) Mr. Tang Rong Gang
- (7) Mr. Ou Wei An
- (8) Mr. Ng Yu Ho, Steve

This announcement, 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 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of this publication. This announcement will also be published on the website of the Company at <http://www.victoryhousefp.com/lchp/8150.html>.