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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)**

### **(1) CAPITAL REORGANISATION BECOMING EFFECTIVE; AND (2) ADJUSTMENTS TO THE SHARE OPTIONS**

Reference is made to the circular (the “**Circular**”) of Seamless Green China (Holdings) Limited (the “**Company**”) dated 21 January 2022, as supplemented by the supplementary circular (the “**Supplementary Circular**”) of the Company dated 18 February 2022, regarding the Capital Reorganisation, and the Company’s announcement dated 16 March 2022. Unless the context otherwise requires, capitalised terms in this announcement shall have the same meanings as defined in the Circular (as supplemented by the Supplementary Circular).

#### **CAPITAL REORGANISATION BECOMING EFFECTIVE**

Following the passing of the Proposed Resolution to approve the Capital Reorganisation at the Re-convened SGM, all the conditions of the Capital Reorganisation have been fulfilled. Accordingly, the Capital Reorganisation will become effective on Friday, 18 March 2022. The trading arrangements, odd lots matching and free exchange of share certificates will be implemented in accordance with the timetable set out in the section headed “Revised Timetable of the Capital Reorganisation” in the Supplementary Circular and the Company’s announcement dated 11 February 2022.

#### **ADJUSTMENTS TO THE SHARE OPTIONS**

The Capital Reorganisation will lead to the following adjustments to be made the exercise prices of the Share Options and the number of New Shares to be issued upon the exercise of the Share Options currently outstanding, such adjustments to be made in accordance with the terms and conditions of the 2011 Share Option Scheme, the GEM Listing Rules and the relevant supplementary guidance:

Date of grant	Exercise period		As at the Latest Practicable		Immediately after the	
			Date and before the adjustments		adjustments	
	From	To	Exercise price per Existing Share	Number of Existing Shares to be issued upon exercise	Exercise price per New Share	Number of New Shares to be issued upon exercise
Holders of Share Options: Consultants ( <i>Note 1</i> )						
19 November 2013	19 May 2014	18 November 2023	HK\$1.503	5,143,940	HK\$15.03	514,394
13 July 2015	13 July 2015	12 July 2025	HK\$0.220	62,200,000	HK\$2.20	6,220,000
			<b>Total:</b>	<b>67,343,940</b>		<b>6,734,394</b>

*Note:*

- All holders of Share Options currently outstanding are consultants of the Group, as detailed in the Company's circular dated 19 November 2019. None of the option holders is a Director or connected person of the Company.*

The above adjustments in relation to the Share Options will take effect simultaneously with the coming into effect of the Capital Reorganisation on Friday, 18 March 2022. Save for the above adjustments, all other terms and conditions of the outstanding Share Options remain unchanged.

In compliance with the terms of the 2011 Share Option Scheme, the Company has obtained a written certification from the Company's auditor on the adjustments of the Share Options which, in the absence of manifest error, shall be final and binding on the Company and the option holders. The Company has also notified the option holders in writing regarding the adjustments. Save as disclosed above, as at the effective date of the Capital Reorganisation, the Company has no other outstanding derivatives, options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares.

By Order of the Board  
**Seamless Green China (Holdings) Limited**  
**Wong Kin Hong**  
*Chairman*

Hong Kong, 18 March 2022

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](http://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>.*