
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 licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Seamless Green China (Holdings) Limited (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities 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.



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)

PROPOSALS FOR

- (1) GRANTING OF GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE NEW SHARES,**
- (2) EXTENSION OF ISSUE MANDATE,**
- (3) RE-ELECTION OF DIRECTORS,**
- (4) RE-APPOINTMENT OF INDEPENDENT AUDITOR AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting 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, 31 August 2022 at 4:00 p.m. (the “**2022 AGM**”) is set out on pages 16 to 21 of this circular. A form of proxy for use in connection with the 2022 AGM is also enclosed with this circular. Such form of proxy is also published on the respective website of the GEM of the Stock Exchange (www.hkgem.com) and the Company (www.victoryhousefp.com/lchp/8150.html).

If you are not able to attend the 2022 AGM, please complete and sign the accompanying 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 2022 AGM or its adjournment. The completion and return of the form of proxy will not preclude you from attending and voting in person at the 2022 AGM or any adjournment thereof if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

This circular together with a form of proxy will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of publication.

CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This circular is prepared in both English and Chinese. In the event of inconsistency, the English text of this circular will prevail.

DEFINITIONS

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

“2022 AGM”	an annual general meeting 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, 31 August 2022 at 4:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 16 to 21 of this circular, or its adjournment;
“Audit Committee”	the audit committee of the Board;
“Board”	the board of Directors;
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to buy back the Shares as set out in resolution no. 8 of the notice of the 2022 AGM;
“Bye-laws”	the bye-laws of the Company as amended, supplemented or otherwise modified from time to time;
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“Company”	Seamless Green China (Holdings) Limited (無縫綠色中國(集團)有限公司), a company incorporated in the Cayman Islands and re-domiciled and continued in Bermuda with limited liability, the issued Shares of which are listed and traded on GEM of the Stock Exchange (stock code: 8150);
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“INED(s)”	independent non-executive Director(s);

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares of the Company as set out in resolution no. 9 of the notice of the 2022 AGM;
“Latest Practicable Date”	28 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Member(s)” or “Shareholder(s)”	holder(s) of Share(s);
“Nomination Committee”	the nomination committee of the Board;
“PRC”	the People’s Republic of China;
“Remuneration Committee”	the remuneration committee of the Board;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary”	has the meaning ascribed thereto under the GEM Listing Rules;
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission in Hong Kong as amended from time to time;
“Year”	the year ended 31 December 2021; and
“%”	per cent.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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 2022 AGM 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 2022 AGM venue. Any person with a body temperature of over 37.3 degrees Celsius will be denied entry into the 2022 AGM venue or be required to leave the 2022 AGM venue.
- (b) Every attendee is required to wear surgical face mask inside the 2022 AGM 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 2022 AGM. The Company may limit the number of attendees at the 2022 AGM as may be necessary to avoid over-crowding.
- (d) No refreshments will be served and no corporate gift will be given.

To the extent permitted under the law, the Company reserves the right to deny entry into the 2022 AGM venue or require any person to leave the 2022 AGM venue in order to ensure the safety of the attendees at the 2022 AGM. The Company hereby reminds the Shareholders not to attend the 2022 AGM 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 2022 AGM 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 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM instead of attending the 2022 AGM in person.

LETTER FROM THE BOARD



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

2 August 2022

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR

- (1) GRANTING OF GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE NEW SHARES,**
- (2) EXTENSION OF ISSUE MANDATE,**
- (3) RE-ELECTION OF DIRECTORS,**
- (4) RE-APPOINTMENT OF INDEPENDENT AUDITOR AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2022 AGM for (i) the granting of the Buy-back Mandate to the Directors; (ii) the granting of the Issue Mandate to the Directors; (iii) the extension of the Issue Mandate by adding to it the number of Shares bought back by the Company under the Buy-back Mandate; (iv) the re-election of the Directors; and (v) the re-appointment of independent auditor of the Company, and to give the Shareholders notice of the 2022 AGM at which the ordinary resolutions as set out in the notice of the 2022 AGM will be proposed.

2. PROPOSED GRANTING OF THE BUY-BACK MANDATE AND THE ISSUE MANDATE

At the annual general meeting of the Company held on 30 June 2021, general mandates were granted to the Directors to exercise the powers of the Company to buy back Shares and to issue new Shares respectively. Such mandates, to the extent not utilized by the date of the 2022 AGM, will lapse at the conclusion of the 2022 AGM.

In order to give the Company the flexibility to buy back and issue Shares if and when appropriate, ordinary resolutions will be proposed at the 2022 AGM to approve the granting of new general mandates to the Directors.

At the 2022 AGM, separate ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors: (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the aggregate number of the issued Shares at the date of the passing of such resolution; (ii) to buy back Shares comprising an aggregate number of which does not exceed 10% of the aggregate number of the issued Shares of the Company at the date of passing such resolution; and (iii) to add the aggregate number of the Shares bought back by the Company pursuant to the Buy-back Mandate to the Issue Mandate.

Based on 188,702,070 Shares in issue as at the Latest Practicable Date and assuming no further Shares are bought back and cancelled or issued prior to the 2022 AGM, subject to the passing of the respective ordinary resolutions for approving the Issue Mandate and the Buy-back Mandate, the Directors will be authorized to allot and issued up to a limit of 37,740,414 Shares pursuant to the Issue Mandate and to buy back 18,870,207 Shares pursuant to the Buy-back Mandate.

The Buy-back Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2022 AGM or any earlier date as referred to in the ordinary resolutions contained in resolutions nos. 8 and 9 of the notice of the 2022 AGM as set out on pages 16 to 21 of this circular.

LETTER FROM THE BOARD

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Buy-back Mandate is set out in Appendix I to this circular.

3. EXTENSION OF ISSUE MANDATE

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the 2022 AGM to extend the Issue Mandate by adding to it the number of Shares bought back under the Buy-back Mandate.

4. PROPOSED RE-ELECTION OF DIRECTORS

Mr. Wong Kin Hong, Ms. Leung Po Yee and Mr. Ng Yu Ho, Steve shall retire at the 2022 AGM and, being eligible, all of them will offer themselves for re-election at the 2022 AGM pursuant to bye-law 87(1) of the Bye-laws.

The Nomination Committee has assessed and reviewed each of the INEDs' annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that they all remain independent. The Board has taken into consideration its diversity with different expertise when appointing or re-electing an INED. The Board has considered the cultural background, educational background and working experience of each of the INED and believe the INED can bring further contributions to the Board's diversity. The Nomination Committee has also evaluated the performance of each of the executive Directors during the Year and found the performance of all of them satisfactory. Upon the nomination of the Nomination Committee, the Board has recommended that the retiring Directors, namely Mr. Wong Kin Hong, Ms. Leung Po Yee and Mr. Ng Yu Ho, Steve stand for re-election as Directors at the 2022 AGM.

The biographical details of the retiring Directors proposed to be re-elected at the 2022 AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

5. RE-APPOINTMENT OF INDEPENDENT AUDITOR

Linksfeld CPA Limited will retire as the independent auditor of the Company at the 2022 AGM and, being eligible, offer itself for re-appointment.

Upon the recommendation of the Audit Committee, the Board proposed to re-appoint Linksfeld CPA Limited as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

6. 2022 AGM AND PROXY ARRANGEMENT

The notice of the 2022 AGM is set out on pages 16 to 21 of this circular. At the 2022 AGM, resolutions will be proposed to approve, among other matters, the granting of the Buy-back Mandate and the Issue Mandate, the extension of the Issue Mandate by the addition thereto of the aggregate number of Shares bought back by the Company pursuant to the Buy-back Mandate, the re-election of the Directors and the re-appointment of independent auditor of the Company.

Pursuant to Rule 17.47(4) the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the 2022 AGM. An announcement on the poll vote results will be made by the Company after the 2022 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use in connection with the 2022 AGM is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.victoryhousefp.com/lchp/8150.html). If you are not able to attend the 2022 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return the completed 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 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 holding the 2022 AGM or its adjournment. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2022 AGM or its adjournment if you so wish and in such event, the authority of your proxy will be revoked.

7. RECOMMENDATION

The Directors consider that the granting of the Buy-back Mandate, the granting/extension of the Issue Mandate, the re-election of the Directors and the re-appointment of independent auditor of the Company are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2022 AGM.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Buy-back Mandate; and Appendix II – Biographical Details of the Retiring Directors Proposed to be Re-elected at the 2022 AGM.

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

APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2022 AGM in relation to the granting of the Buy-back Mandate.

1. REASONS FOR BUY BACK OF SHARES

The Directors believe that the proposed granting of the Buy-back Mandate is in the interests of the Company and the Shareholders.

Buy-backs of the Shares may, depending on the market conditions and funding arrangements at the time, result in 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 buy-back will benefit the Company and the Shareholders. The Directors are seeking the granting of the Buy-back Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 188,702,070 Shares.

Subject to the passing of the ordinary resolution set out in resolution no. 8 of the notice of the 2022 AGM in respect of the granting of the Buy-back Mandate and on the basis that the number of issued Shares remains unchanged as at the date of the 2022 AGM, the Directors would be authorized under the Buy-back Mandate to buy back, during the period in which the Buy-back Mandate remains in force, an aggregate number of Shares not exceeding 18,870,207 Shares, representing 10% of the aggregate of the Shares in issue as at the date of the 2022 AGM. The Buy-back Mandate will end on the earliest of (i) the conclusion of the next annual general meeting of the Company, unless the authority is renewed thereat either conditionally or unconditionally; and (ii) the revocation or variation of the authority given under resolution no. 8 of the notice of the 2022 AGM by an ordinary resolution passed by the Shareholders in a general meeting.

3. FUNDING OF BUY-BACKS

In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

The Company is empowered by its memorandum of association and the Bye-laws to buy back Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share buy-back by a company may only be paid out of the capital paid up on the relevant shares, or funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on buy-back may only be paid out of the funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the Company.

4. IMPACT OF BUY-BACKS

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 consolidated financial statements contained in the annual report of the Company for the Year) in the event that the Buy-back Mandate was to be carried out in full at any time during the relevant period. However, the Directors do not intend to exercise the Buy-back Mandate to such an 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. TAKEOVERS CODE

If, on the exercise of the power to buy back Shares pursuant to the Buy-back 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, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Ms. Elisabeta Ling, Mr. Wu Yuesheng and Ms. Yang Li, held an interest in 11,850,000, 16,450,345 and 15,780,500 issued Shares, representing approximately 6.28%, 8.72% and 8.36% of the total issued share capital of the Company respectively. On the basis that (i) the total number of the issued Shares being 188,702,070 Shares remains unchanged as at the date of the 2022 AGM and (ii) the above shareholding interest of Ms. Elisabeta Ling, Mr. Wu Yuesheng and Ms. Yang Li in the Company remains unchanged immediately before the full exercise of the Buy-back Mandate, in the event that the Directors exercise in full the power to buy back Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2022 AGM (presuming that apart from the decrease of the issued Shares arising from the said full exercise of the Buy-back Mandate, there is no other change in the number of the issued Shares), the shareholding interest of Ms. Elisabeta Ling, Mr. Wu Yuesheng and Ms. Yang Li in the issued Shares would be increased to approximately 6.98%, 9.69% and 9.29%, respectively, of the total number of the issued Shares. As far as the Directors are aware, no Shareholder, other than Ms. Elisabeta Ling, Mr. Wu Yuesheng and Ms. Yang Li held 5% or more in the issued Shares as at the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any buy-back to be made under the Buy-back Mandate.

The GEM Listing Rules prohibit a listed company from making buy-back of its shares on the Stock Exchange if the result of the buy-back was that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange from time to time) of the listed company's issued share capital would be in public hands. The Directors do not propose to buy back Shares pursuant to the Buy-back Mandate, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention to sell any Shares to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-back of Shares pursuant to the Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

The Company has not been notified by any core connected persons 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 Buy-back Mandate is approved by the Shareholders.

7. BUY BACK OF SHARES MADE BY THE COMPANY

No buy back of Shares has been made by the Company during the previous six months (whether on the GEM or otherwise).

APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares had traded on the GEM during each of the previous months up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	0.180	0.125
May	0.180	0.052
June	0.118	0.052
July	0.130	0.043
August	0.095	0.042
September	0.068	0.038
October	0.065	0.029
November	0.049	0.029
December	0.050	0.030
2022		
January	0.340	0.260
February	0.280	0.240
March	0.260	0.156
April	0.218	0.160
May	0.169	0.141
June	0.184	0.143
July (up to the Latest Practicable Date)	0.154	0.134

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2022 AGM

Pursuant to the GEM Listing Rules, the details of the Directors, who will offer themselves for re-election at the 2022 AGM according to the Bye-laws, are provided below:

Mr. Wong Kin Hong (“Mr. KH Wong”)

Position and Experience

Mr. KH Wong, aged 51, was appointed as an executive Director and the chairman of the Board on 25 June 2014 and 28 June 2014, respectively. Mr. KH Wong graduated from the Shenzhen University. Mr. KH Wong has been the managing director of a trading and IT company in Macau since 2002.

Length of service

Mr. KH Wong has not been appointed for any fixed term but is subject to retirement and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. KH Wong held 2,550,000 Shares. Save as disclosed above, Mr. KH Wong was not interested or deemed to be interested in any Shares or Underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationship

Mr. KH Wong is uncle of Mr. Huang Yonghua and Mr. Wong Tat Wa, both being executive Directors. Save as disclosed above, as far as the Directors are aware, Mr. KH Wong does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Emoluments

Pursuant to the service contract entered into between Mr. KH Wong and the Company, Mr. KH Wong received a director’s fee amounting to HK\$240,000 for the year ended 31 December 2021. The emoluments of Mr. KH Wong are determined by the Board upon the recommendation of the Remuneration Committee by reference to his duties and responsibilities with the Company and the Company’s remuneration policy and are subject to review by the Board from time to time.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2022 AGM

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information relating to Mr. KH Wong that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and that there are no other matters concerning Mr. KH Wong that need to be brought to the attention of the Shareholders.

Ms. Leung Po Yee (“Ms. Leung”)

Position and Experience

Ms. Leung, aged 53, was appointed an executive Director on 25 June 2014 and a compliance officer of the Company on 16 September 2014. Ms. Leung graduated from the University of Hong Kong, majoring in English. Ms. Leung has been specialising in the fields of financial translation, corporate communications and public relations in Hong Kong for more than 21 years. She started her career in financial translation and communications with Beauhorse Professional Translation Limited in 1994 and became a manager of the company to build its leading position in translation of H-share IPO documents. Ms. Leung joined Manulife (International) Limited in 2004 as the Corporate Communications Manager. During her service at Manulife (International) Limited, Ms. Leung supervised the in-house translation department which provided language service across the company. Ms. Leung was also responsible for public relations and has established close connection with the media. In 2011, Ms. Leung joined Lohas Global in China as a company secretary and has been responsible for the management and development of online business platform.

Length of service

Ms. Leung has not been appointed for any fixed term but is subject to retirement and reelection at annual general meeting of the Company in accordance with the Bye-laws.

Interest in shares

As at the Latest Practicable Date, Ms. Leung was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Ms. Leung does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

**APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS
PROPOSED TO BE RE-ELECTED AT THE 2022 AGM**

Emoluments

Ms. Leung received remuneration of HK\$522,000 for the year ended 31 December 2021. Ms. Leung is also eligible to participate in the share option scheme of the Company. The emoluments of Ms. Leung are determined by the Board upon the Remuneration Committee's recommendation by reference to her duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Board from time to time.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information relating to Ms. Leung that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no other matters concerning Ms. Leung that need to be brought to the attention of the Shareholders.

Mr. Ng Yu Ho, Steve ("Mr. Ng")

Position and Experience

Mr. Ng, aged 44, was appointed as an INED on 13 November 2014. Mr. Ng is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Ng graduated from the Hong Kong Polytechnic University with a bachelor's degree in accountancy. He has worked in PricewaterhouseCoopers Hong Kong for 9 years. He has extensive experience in auditing and has in-depth knowledge in auditing and accounting standards. The clients he served included both private and public companies, across different industries such as construction and property development, manufacturing, retailing, pharmaceutical and other services industries.

Length of service

Mr. Ng has not been appointed for any fixed term but is subject to retirement and reelection at annual general meeting of the Company in accordance with the Bye-laws.

Interest in shares

As at the Latest Practicable Date, Mr. Ng was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

**APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS
PROPOSED TO BE RE-ELECTED AT THE 2022 AGM**

Relationships

As far as the Directors are aware, Mr. Ng does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Emoluments

Mr. Ng received a director's fee amounting to HK\$120,000 for the year ended 31 December 2021. Mr. Ng is also eligible to participate in the share option scheme of the Company. The emoluments of Mr. Ng are determined by the Board upon the Remuneration Committee's recommendation by reference to his duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Board from time to time.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information relating to Mr. Ng that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no other matters concerning Mr. Ng that need to be brought to the attention of the Shareholders.

Diversity

The Board has taken into consideration its diversity with different expertise when appointing or re-electing an independent non-executive Director. Mr. Ng has confirmed his independence pursuant to Rule 5.09 of the GEM Listing Rules and possesses extensive experience in the auditing and accounting fields. The Board considers Mr. Ng is independent and can bring further contribution to the Board and its diversity.

NOTICE OF THE 2022 AGM



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Seamless Green China (Holdings) Limited 無縫綠色中國(集團)有限公司 (the “**Company**”) will be held at Units 1201-3, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 31 August 2022 at 4:00 p.m. for the purposes of considering, and if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions:

AS ORDINARY BUSINESS

1. To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditor of the Company for the year ended 31 December 2021.
2. To re-elect Mr. Wong Kin Hong as an executive director of the Company;
3. To re-elect Ms. Leung Po Yee as an executive director of the Company;
4. To re-elect Mr. Ng Yu Ho, Steve as an independent non-executive director of the Company;
5. To authorize the board of directors of the Company (the “**Board**”) to appoint additional directors as and when the Board considers necessary and appropriate;
6. To authorize the Board to fix the respective directors’ remuneration;
7. To re-appoint Linksfield CPA Limited as independent auditor of the Company to hold office until the conclusion of the next annual general meeting and authorize the Board to fix its remuneration;

NOTICE OF THE 2022 AGM

AS SPECIAL BUSINESS

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back its shares on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company (the “**Shares**”) to be bought back pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly; 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, unless the authority is renewed thereat either conditionally or unconditionally; and
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting.

NOTICE OF THE 2022 AGM

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including bonds and warrants to subscribe for Shares which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of the resolution above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under the share option scheme of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the “**Bye-laws**”) in force from time to time,

shall not exceed 20% of the aggregate number of the issued Shares as at the date of passing of this resolution and this approval shall be limited accordingly; and

NOTICE OF THE 2022 AGM

(d) 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, unless the authority is renewed thereat either conditionally or unconditionally; and
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the Company’s 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).”; and

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 resolutions no. 8 and 9 of the notice convening this annual general meeting (the “**Notice**”), the general mandate referred to in resolution no. 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 an amount representing the aggregate number of the Shares bought back by the Company pursuant to the mandate referred to in resolution no. 8 of the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this resolution.”.

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

Hong Kong, 2 August 2022

NOTICE OF THE 2022 AGM

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 forthcoming annual general meeting (the “**2022 AGM**”), the register of Members will be closed from Friday, 26 August 2022 to Wednesday, 31 August 2022 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the 2022 AGM, 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, 25 August 2022.
- (d) A form of proxy for use in connection with 2022 AGM is enclosed.
- (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.

NOTICE OF THE 2022 AGM

- (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 2022 AGM as his/her proxy to vote on the resolution instead of attending the 2022 AGM in person. There will be no corporate gift or refreshment in the 2022 AGM in order to reduce person-to-person contact. Shareholders attending the 2022 AGM in person are required to wear surgical face mask and to undertake a body temperature check before they enter the 2022 AGM venue. Any person who does not comply with the precautionary measures to be taken at the AGM will be denied entry into the 2022 AGM venue. Attendees are requested to observe and practise good personal hygiene at all times at the 2022 AGM 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.