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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)

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 Linkfield 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;

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.

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

(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

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.

- (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 announcement, 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.

This announcement, for which 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 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 Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from the date of its publication. This announcement will also be published on the website of the Company (<http://www.victoryhousefp.com/lchp/8150.html>).