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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Director(s)**”) of Seamless Green China (Holdings) Limited (the “**Company**”) is pleased to announce that Mr. Sun Mingyang (“**Mr. Sun**”) has been appointed as an independent non-executive Director, and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 28 March 2023.

The biographical details of Mr. Sun are as follows:

Mr. Sun, aged 42, obtained an EMBA degree from Tsinghua University and a MBA degree from Beijing Jiaotong University in June 2017, and a bachelor’s degree in financial management from Central University of Finance and Economics in July 2004. In October 2018, Mr. Sun was admitted as International Accountant (AAIA), and was awarded as one of the Top 10 International Accountants in China by the Association of International Accountants (AIA) and also obtained the qualification certificate for the professional title of senior accountant. He also obtained the Certified Management Accountant (CMA) certificate in October 2015, and obtained the Certification in Risk Management Assurance (CRMA) certificate and the Certified Internal Auditor (CIA) certificate in 2012 respectively, as well as the Advanced Financial Management Certificate from the University of Cambridge in October 2004.

Mr. Sun has more than 15 years of work experience and over 10 years of management experience. He has accumulated extensive experience in governments, banks, taxation, laws and business cooperation. He has been involved in the listing and merger and acquisition of several large-scale projects and possesses proven practical experience and advantageous cooperation resources in capital operations such as the listing and merger and acquisition of companies, as well as corporate strategic planning, financial system construction, internal control and risk management, tax planning and team building. He also has a solid professional knowledge background, financial audits in various industries, rich experience in financial management, risk control management, and investment and financing management. From September 2017 onwards, Mr. Sun has served as a vice president of Beijing Avater Technology Corp.* (北京可視化智能科技股份有限公司), mainly responsible for the company's financial strategic planning, investment and financing management, internal control and risk management, budget and financial analysis management, and the listing planning of A shares or Hong Kong shares. Mr. Sun also worked as a deputy chief accountant of Enjoyor Co., Ltd.* (銀江股份有限公司) (whose shares are listed on the Shenzhen Stock Exchange (stock code: 300020)) from November 2013 to August 2017, the audit and risk control manager of MCC Communication Construction Group Co., Ltd.* (中冶交通建設集團有限公司) from September 2009 to October 2013, and the project manager of BDO-Reanda Audit Firm from October 2003 to August 2009.

Mr. Sun has entered into a letter of appointment with the Company with effect from 28 March 2023. Mr. Sun will hold office until the next annual general meeting of the Company at which he will be eligible for re-election. Thereafter, he will be subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the memorandum of association and bye-laws of the Company. Pursuant to his letter of appointment, Mr. Sun has been appointed as an independent non-executive Director for a term of 24 months, and is entitled to a director's fee of HK\$120,000 per annum, which has been recommended by the remuneration committee of the Company and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. The director's fee of Mr. Sun will be subject to annual review by the remuneration committee of the Company and the Board.

As at the date of this announcement, save as disclosed above, Mr. Sun does not have other directorships held in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and other major appointments and professional qualifications. Mr. Sun does not have any relationships with any Directors, any senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**")) of the Company. Mr. Sun also does not have any interest in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Sun has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, there is no other matter in relation to the appointment of Mr. Sun that needs to be brought to the attention of the shareholders of the Company, and there is no information that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Mr. Sun for joining the Board.

COMPLIANCE WITH THE REQUIREMENTS UNDER RULES 5.05(2) AND 5.28 OF THE GEM LISTING RULES

Reference is made to an announcement of the Company dated 31 January 2023, in relation to the Company failing to fully comply with the requirements of Rules 5.05(2) and 5.28 of the GEM Listing Rules. Following the appointment of Mr. Sun, the Company has re-complied with the requirements under Rules 5.05(2) and 5.28 of the GEM Listing Rules.

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

Hong Kong, 29 March 2023

As at the date of this announcement, the Directors are:

Executive Directors:

Mr. Wong Kin Hong (*Chairman*)
Mr. Huang Yonghua
Mr. Wong Tat Wa
Ms. Leung Po Yee

Independent Non-executive Directors:

Mr. Yan Guoniu
Mr. Tang Rong Gang
Mr. Ou Wei An
Mr. Sun Mingyang

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 website of the GEM (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>).

** For identification purpose only.*