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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“SGM”) of Seamless Green China (Holdings) Limited (the “Company”) will be held at Unit 1906-07, 19/F., Cosco Tower, 183 Queen’s Road Central, Hong Kong at 9:30 a.m. on Friday, 20 January 2012 to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

1. **“THAT**, to the extent not already exercised, the mandate to allot and issue shares of the Company given to the Directors at the annual general meeting of the Company held on 27 May 2011 be and is hereby revoked and replaced by the mandate **THAT**:
  - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d)) of all the powers of the Company to allot or issue securities of the Company including shares of HK\$0.05 each in the capital of the Company and to make or grant offers, agreements or options including warrants to subscribe for shares, which might require securities to be issued, allotted or disposed of be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d)) or any issue of shares of the Company on the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time or on the exercise of any options granted under the share option scheme of the Company or an 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”), shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of the Bermuda or the bye-laws to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

2. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, Shares in the share capital of the Company to be issued pursuant to the exercise of the options which may be granted under the Refreshed General Scheme Limit (as hereinafter defined), the refreshment of the general scheme limit of the share option scheme of the Company adopted on 8 March 2011 up to 10% of the total number of Shares in issue as at the date of passing this resolution (“Refreshed General Scheme Limit”) be and is hereby approved and any Director be and is hereby authorized to do all such acts and execute such document(s) to effect the Refreshed General Scheme Limit.”

By Order of the Board of  
**Seamless Green China (Holdings) Limited**  
**Chan Chung Keung Jackon**  
*Chairman*

Hong Kong, 5 January 2012

*Notes:*

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote instead of him. A proxy need not be a member of the Company.
2. 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 notarially certified copy of that power of attorney or authority must be deposited at the Company’s Hong Kong branch share registrar, Tricor Abacus Ltd, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. Shareholders or their proxies shall produce their identity documents when attending the SGM.

As at the date of this announcement, the board of directors of the Company comprises:

- (1) Mr. Chan Chung Keung Jackon, as an executive director;
- (2) Ms. Chan Yim Kum, as an executive director;
- (3) Mr. Nee, Henry Pei Ching, as an executive director;
- (4) Mr. Chan Ka Ming, as an executive director;
- (5) Mr. Lam Chi Man, as an executive director;
- (6) Mr. Tsui Siu Hung, as an independent non-executive director;
- (7) Mr. Lee Tao Wai, as an independent non-executive director;
- (8) Mr. Ng Kai Shing, as an independent non-executive director; and
- (9) Mr. Jal Nadirshaw Karbhari, as an independent non-executive director.

*This announcement, 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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 Announcement” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of this posting and on the website of the Company at <http://www.victoryhousefp.com/lchp/8150.html>*