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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 of the members of Seamless Green China (Holdings) Limited (the “Company”) will be held at Peony Function Room, 4/F, Eurasia International Hotel, No.8 Changping Dong Lu, Changping Town, Dongguan, Guangdong on Monday, 19 March 2012 at 9:00 a.m. for the following purposes:

To consider and, if thought fit, pass the following resolutions as an ordinary resolutions:

#### **ORDINARY RESOLUTION**

- “1. **THAT** Mr. Chan Ka Ming be and is hereby removed as an executive director of the Company with immediate effect;
2. **THAT** Mr. Tam Chak Chi be and is hereby removed as an executive director of the Company with immediate effect;
3. **THAT** Mr. Ho Chun Kit Gregory be and is hereby removed as an executive director of the Company with immediate effect;
4. **THAT** Mr. Tsui Siu Hung be and is hereby removed as an independent non-executive director of the Company with immediate effect;
5. **THAT** Mr. Lee Tao Wai be and is hereby removed as an independent non-executive director of the Company with immediate effect;
6. **THAT** Mr. Jal Nadirshaw Karbhari be and is hereby removed as an independent non-executive director of the Company with immediate effect;

7. **THAT** Mr. Ho Pui Tin Terence be and is hereby appointed as executive director of the Company with immediate effect;
8. **THAT** Mr. Mok Tsan San be and is hereby appointed as executive director of the Company with immediate effect;
9. **THAT** Mr. Ho Chi Wai be and is hereby appointed as an independent non-executive director of the Company with immediate effect;
10. **THAT** any new director(s) appointed by the Board (if any) from 19 January 2012 to the date of the SGM be and is hereby removed as director(s) with immediate effect.”

By Order of the Board of  
**Seamless Green China (Holdings) Limited**  
**Chan Ka Ming**  
*Chairman*

Hong Kong, 9 February 2012

As at the date of this notice, the Board comprises:

- (1) Mr. Chan Ka Ming, as an executive Director;
- (2) Mr. Nee, Henry Pei Ching, as an executive Director;
- (3) Mr. Tam Chak Chi, as an executive Director;
- (4) Mr. Ho Chun Kit Gregory, as an executive Director;
- (5) Mr. Tsui Siu Hung, as an independent non-executive Director;
- (6) Mr. Lee Tao Wai, as an independent non-executive Director;
- (7) Mr. Ng Kai Shing, as an independent non-executive Director; and
- (8) Mr. Jal Nadirshaw Karbhari, as an independent non-executive Director.

*Head office and principal place of business:*

Unit 1906-07, 19th Floor,  
Cosco Tower  
183 Queen's Road Central  
Hong Kong

*Notes:*

1. A member who is entitled to attend and vote at the meeting convened by the above notice and is the holder of two or more shares of the Company may appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the offices of the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration by not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof.
3. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above 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 registered holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*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>*