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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)

REVISED 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 Unit 1906-07, 19th Floor, Cosco Tower, 183 Queen’s Road Central, Hong Kong (“HK Venue”) and, by way of video conferencing to be originated from HK Venue, at the same time at Peony Function Room, 4/F, Eurasia International Hotel, No.8 Changping Dong Lu, Changping Town, Dongguan, Guangdong on Friday, 11 May 2012 at 2:00 p.m. (The chairman of the meeting will preside at HK Venue.) for the following purposes:

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

ORDINARY RESOLUTIONS

- “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. Jal Nadirshaw Karbhari be and is hereby removed as an independent non-executive director of the Company with immediate effect.”

- “5. **THAT** Mr. Ho Pui Tin Terence be and is hereby appointed as executive director of the Company with immediate effect.”
- “6. **THAT** Mr. Mok Tsan San be and is hereby appointed as executive director of the Company with immediate effect.”
- “7. **THAT** Mr. Ho Chi Wai be and is hereby appointed as an independent non-executive director of the Company with immediate effect.”
- “8. **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 March 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. Ng Kai Shing, as an independent non-executive Director;
- (6) Mr. Jal Nadirshaw Karbhari, as an independent non-executive Director; and
- (7) Ms. Chan Sze Man, 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. A new form of proxy (the “Revised Form of Proxy”) for use in connection with the SGM is enclosed. 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.
5. **IMPORTANT:** A shareholder who has already lodged the form of proxy (the “First Form of Proxy”) which was sent together with the circular of the Company dated 9 February 2012 should note that:
 - (i) If no Revised Form of Proxy is lodged with the Company’s branch share registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the SGM.
 - (ii) If the Revised Form of Proxy is lodged with the Company’s branch share registrar 48 hours prior to the time appointed for holding the SGM (the “Closing Time”), the Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if correctly completed.
 - (iii) If the Revised Form of Proxy is lodged with the Company’s branch share registrar after the Closing Time, the proxy appointment under the Revised Form of Proxy will be invalid but the Revised Form of Proxy will not revoke the First Form of Proxy. Accordingly, shareholders are advised not to lodge the Revised Form of Proxy after the Closing Time. If such shareholders wish to vote at the SGM, they will have to attend in person and vote at the SGM themselves.

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 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>.