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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)

**RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 11 MAY 2012
AND
RESUMPTION OF TRADING**

RESULTS OF SGM

No resolution was put to vote at the Postponed SGM held on 11 May 2012 and therefore no resolution was passed at the Postponed SGM.

RESUMPTION OF TRADING

Trading in the shares of the Company has been suspended at the request of the Company since 1:00 p.m. on 11 May 2012.

An application has been made by the Company to The Stock Exchange of Hong Kong Limited for resumption of trading in the shares of the Company with effect from 9:00 a.m. on 17 May 2012.

POSTPONED SGM

Reference is made to the circular dated 9 February 2012 and the supplemental circular dated 9 March 2012 (collectively, the “**Circulars**”) issued by Seamless Green China (Holdings) Limited (the “**Company**”). Terms defined in the Circulars shall have the same meanings when used herein, unless the context requires otherwise.

On 9 February 2012, the Company, at the request of Good Capital and Mr. Vong (both are Shareholders of the Company), issued a notice of SGM (“**Original Notice**”) for convening an SGM originally scheduled to be held in Dongguan on 19 March 2012 (“**Original SGM**”).

On 9 March 2012, High Court of Hong Kong, upon a writ of summons issued by JMM Business Network Investment (China) Limited (being a Shareholder), issued an injunction order against the Company and restrained it from holding the Original SGM.

In view of the injunction order, the Board proposed an adjournment of the Original SGM and therefore on 9 March 2012 issued a revised notice of SGM (the “**Revised Notice**”) for convening an SGM to be held at 2:00 p.m. on 11 May 2012 in Dongguan and at the principal place of business of the Company in Hong Kong at the same time (the “**Postponed SGM**”).

However, during the Postponed SGM held on 11 May 2012 and at the principal place of business of the Company at Unit 1906-07, 19th Floor, Cosco Tower, 183 Queen’s Road Central, Hong Kong, one of the attending Shareholders (who arrived at the venue shortly after the Postponed SGM had commenced) suddenly showed and presented a legal opinion issued by a senior counsel (i.e. barrister-at-law) (“**Counsel Opinion**”) to the chairman of the meeting.

According to the Counsel Opinion, the Postponed SGM held at 2:00 p.m. on 11 May 2012 as an adjournment of the Original SGM could not be properly convened, since in the absence of express authority in the Company’s bye-laws, the Board has no power to postpone a general meeting which has already been properly convened. The Counsel Opinion also suggests that the Company should apply to the Supreme Court of Bermuda (“**Bermuda Court**”) for an order that a special general meeting be held and conducted in such manner as the Bermuda Court thinks fit.

Although the Company had previously been advised by another solicitor firm practicing in Bermuda who opined that, on the balance of probability, the Revised Notice was itself a valid notice for the Postponed SGM, the chairman of the Postponed SGM, having considered the Counsel Opinion, considers that there are conflicting legal opinions as to the validity of the Postponed SGM and so there is a high risk that any resolutions to be put to vote by Shareholders at the Postponed SGM may not be valid even if they were passed. As a result, the chairman of the Postponed SGM declared the Postponed SGM be closed before any resolution was put to vote by the Shareholders.

In order to avoid the time (which may be lengthy) and cost which may be involved for the Company to obtain an order from Bermuda Court for convening a special general meeting (as suggested by the senior counsel) and in order not to further drag on the question of whether the previous or further adjournment of the Original SGM was or will be valid, the Board proposes to issue a completely new notice for convening a totally new special general meeting (“**New SGM**”) with the same agenda as set out in the Original Notice.

On 16 May 2012, the Company issued a letter to Good Capital (being the Shareholder who requested for convening the SGM at the outset) and asked that if Good Capital raises no objection, the Company will issue a completely new notice for convening the New SGM to be held on or before 8 June 2012 and with the same agenda of the Original Notice, that is, the agenda as proposed by Good Capital and Mr. Vong.

POLL RESULTS

Tricor Abacus Limited (the Company's branch share registrar in Hong Kong) who was appointed as scrutineer for the purpose of counting the votes at the Postponed SGM attended the Postponed SGM. However, for reasons stated above, no resolution had been put to vote at the Postponed SGM and therefore there has been no vote-taking at the Postponed SGM.

NEW SGM

Subject to having receipt the reply from Good Capital, the Company will issue a completely new notice for a new special general meeting (to be held on or before 8 June 2012) to the Shareholders as soon as possible.

RESUMPTION OF TRADING

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An application has been made by the Company to The Stock Exchange of Hong Kong Limited for resumption of trading in the shares of the Company with effect from 9:00 a.m. on 17 May 2012.

By order of the Board
Seamless Green China (Holdings) Limited
Nee, Henry Pei Ching
Executive Director

Hong Kong, 16 May 2012

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

- (1) Mr. Chan Ka Ming, as an executive director;
- (2) Mr. Nee, Henry Pei Ching, as an executive director;
- (3) Mr. Ho Chun Kit Gregory, as an executive director;
- (4) Mr. Tam Chak Chi, 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.

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>.