



**無縫綠色中國(集團)有限公司**  
**Seamless Green China (Holdings) Ltd.**

*(Incorporated in the Cayman Islands and re-domiciled and continued in Bermuda with limited liability)*

Stock Code: 8150



**THIRD QUARTERLY  
REPORT  
2014**

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors of Seamless Green China (Holdings) Limited (the “Company” and the “Directors”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (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 report 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 report misleading.*

## **HIGHLIGHTS**

1. The Group has recorded total turnover of approximately HK\$17,503,000 for the nine months ended 30th September 2014.
2. The Group has recorded a net loss attributable to equity shareholders of the Company for the nine months ended 30th September 2014 of approximately HK\$35,724,000, representing a basic loss per share of HK cents 6.41.
3. The Board does not declare the payment of an interim dividend for the nine months ended 30th September 2014.

## **QUARTERLY RESULTS (UNAUDITED)**

The board of Directors (the “Board”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively the “Group”) for the three months and the nine months ended 30th September 2014 together with the relevant comparative unaudited figures as follows:

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

	Notes	Three months ended 30th September		Nine months ended 30th September	
		2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
Turnover	2	731	3,591	17,503	18,639
Cost of sales		<b>(1,441)</b>	(3,429)	<b>(15,021)</b>	(17,681)
Gross (loss)/profit		<b>(710)</b>	162	<b>2,482</b>	958
Other revenue		5	29	19	417
Gain on disposal of subsidiaries		-	-	94	-
Impairment loss on interest in an associate		-	-	<b>(3,020)</b>	-
Operating expenses:					
Selling and distribution costs		<b>(99)</b>	(462)	<b>(971)</b>	(805)
Administrative and other operating expenses		<b>(1,908)</b>	(11,520)	<b>(30,608)</b>	(32,367)
Operating loss		<b>(2,712)</b>	(11,791)	<b>(32,004)</b>	(31,797)
Share of (loss)/profit of associates		<b>(221)</b>	1,360	810	1,611
Finance costs		<b>(1,387)</b>	(1,390)	<b>(4,135)</b>	(3,878)
Loss before tax		<b>(4,320)</b>	(11,821)	<b>(35,329)</b>	(34,064)
Income tax	3	<b>(395)</b>	-	<b>(395)</b>	-
Loss for the period		<b>(4,715)</b>	(11,821)	<b>(35,724)</b>	(34,064)
Other comprehensive income:					
Items that may be reclassified to profit or loss					
Exchange differences on translating foreign operations		-	5	(142)	529
Change in fair value of investment in available-for-sale financial assets		<b>(13,200)</b>	-	<b>(13,200)</b>	-
Total comprehensive expenses for the period		<b>(17,915)</b>	(11,816)	<b>(49,066)</b>	(33,535)
Loss attributable to owners of the Company		<b>(4,715)</b>	(11,821)	<b>(35,724)</b>	(34,064)
Total comprehensive expenses attributable to owners of the Company		<b>(17,915)</b>	(11,816)	<b>(49,066)</b>	(33,535)
Loss per share attributable to owners of the Company					
Basic (in HK cents)	5	<b>(0.70) cents</b>	(2.47) cents	<b>(6.41) cents</b>	(8.48) cents
Diluted (in HK cents)	5	<b>N/A</b>	N/A	<b>N/A</b>	N/A

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the nine months ended 30th September 2014

	Share capital	Share premium	Revaluation reserve	Available for-sale investment reserve	Warrant reserve	Exchange reserve	Share-based payment reserve	Accumulated losses	Non- controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1st January 2014	24,256	248,705	535	-	240	4,319	34,532	(284,137)	(1,478)	26,972
Total comprehensive expenses for the period	-	-	-	(13,200)	-	(142)	-	(35,724)	-	(49,066)
Recognition of equity settled share-based payments	-	-	-	-	-	-	7,031	-	-	7,031
Issue of shares										
- warrants exercised	550	5,390	-	-	(110)	-	-	-	-	5,830
- placing of shares	10,578	150,978	-	-	-	-	-	-	-	161,556
At 30th September 2014	35,384	405,073	535	(13,200)	130	4,177	41,563	(319,861)	(1,478)	152,323
At 1st January 2013	17,282	160,639	535	-	250	2,578	1,351	(131,790)	-	50,845
Total comprehensive income/ (expenses) for the period	-	-	-	-	-	529	-	(34,064)	-	(33,535)
Issue of warrants	-	-	-	-	641	-	-	-	-	641
Issue of shares										
- warrants exercised	2,257	24,165	-	-	(651)	-	-	-	-	25,771
- placing of shares	3,895	59,505	-	-	-	-	-	-	-	63,400
- option exercised	822	4,396	-	-	-	-	(1,044)	-	-	4,174
At 30th September 2013	24,256	248,705	535	-	240	3,107	307	(165,854)	-	111,296

## NOTES TO FINANCIAL STATEMENTS

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared in compliance with the disclosure requirements of the GEM Listing Rules.

The accounting policies and method of computation used in the preparation of these results are consistent with those used in the annual financial statements for the year ended 31st December 2013. The Group has adopted new or revised standards, amendments to standards and interpretations of Hong Kong Financial Reporting Standards which are effective for accounting periods commencing on or after 1st January 2014. The adoption of such new or revised standards, amendments to standards and interpretations does not have material impact on the consolidated financial statements and does not result in substantial changes to the Group's accounting policies.

The condensed consolidated financial statements have not been audited by the Company's independent auditor, but have been reviewed by the Company's audit committee.

The unaudited quarterly financial statements should be read in conjunction with the annual report for the year ended 31st December 2013.

### 2. TURNOVER

Turnover comprised the net invoiced value (excluding value-added tax) of merchandise sold net of allowances for returns and discounts.

### 3. INCOME TAX

No provision for Hong Kong profits tax was provided for as the Group had no estimated assessable profits arising in or derived from Hong Kong during the nine months ended 30th September 2014 and 30th September 2013.

Income tax expenses for the nine months period ended 30th September 2014 represented under-provision of income tax expenses for the prior periods.

No provision for the overseas profits tax has been made during the periods as the overseas subsidiaries had no assessable profits for the nine months ended 30th September 2014 and 30th September 2013.

There are no material unrecognised deferred tax assets and liabilities for the period.

### 4. INTERIM DIVIDEND

The Board does not declare the payment of an interim dividend for the nine months ended 30th September 2014 (2013: Nil).

## 5. LOSS PER SHARE

The calculation of basic loss per share for nine months ended 30th September 2014 is based on the Group's loss attributable to equity shareholders of the Company for the period of approximately HK\$35,724,000 (2013: approximately HK\$34,064,000) and on the weighted average number of 557,274,442 (2013: 401,758,142) ordinary shares in issue during the period.

Diluted loss per share for the nine months ended 30th September 2014 and 30th September 2013 has not been disclosed as the potential shares arising from the exercise the Company's share options and warrants would decrease the loss per share of the Group for the period and is regarded as anti-dilutive.

## 6. COMMITMENTS

### Commitments under operating leases

At 30th September 2014, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

	<b>Land and buildings</b>	
	<b>Unaudited</b>	
	<b>As at 30th September</b>	
	<b>2014</b>	<b>2013</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Within one year	<b>72</b>	362
In the second to fifth year inclusive	<b>-</b>	3,517
	<b>72</b>	3,879

## 7. CONTINGENT LIABILITIES

At 30th September 2014, the Group had no material contingent liabilities (2013: Nil).

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

Total turnover of the Group for the nine months ended 30th September 2014 (the “Period”) amounted to approximately HK\$17,503,000, representing a 6.1% decrease from that of approximately HK\$18,639,000 generated in the corresponding period in 2013. Loss attributable to owners of the Company for the Period was approximately HK\$35,724,000 while that of the corresponding period in 2013 was approximately HK\$34,064,000.

During the Period, the Company was an investment holding company. The Group’s principal activities were involved in the manufacture and sale of synthetic sapphire watch crystals and optoelectronic products, the trading of liquor, and integrated circuits and software tracking and development.

#### **Sapphire watch crystals division**

The turnover of the sapphire watch crystals for the Period was approximately HK\$14,900,000 (2013: approximately HK\$15,643,000), representing a decrease of approximately HK\$743,000.

#### **Optoelectronics products division**

The Group recorded a turnover of approximately HK\$2,603,000 for the Period (2013: approximately HK\$569,000) representing an increase of approximately HK\$2,034,000.

#### **Integrated circuits and embedded software trading and development division**

The Group did not generate any revenue during the Period (2013: HK\$754,000).

#### **Trading of liquor products division**

The Group did not generate any revenue during the Period (2013: HK\$1,673,000).

### **CAPITAL STRUCTURE**

On 10th January 2014, for the continuing financial advisory service provided to the Company by Chanceton Capital Partners Limited, the financial advisory fee would be satisfied by the issue of 1,000,000 remuneration shares to Chanceton Capital at an issue price of HK\$1.18 per remuneration share. The issue of remuneration shares was completed on 15th January 2014.

On 10th January 2014, the Company issued 40,000,000 shares of HK\$0.05 each (the “Shares”) Shares at an issue price of HK\$1.3 per Share for the consideration paid in respect of the acquisition of World Sheen International Group Limited.



On 29th January 2014, the Company granted share options (the “Options”) to certain eligible persons under the share option scheme of the Company adopted on 8th March 2011, to subscribe for a total of 9,700,000 Shares at an exercise price of HK\$1.16 per Share.

During the Period, 2,000,000 Shares at a subscription price of HK\$0.53 each were issued in respect of the exercise of warrants.

On 19th February 2014, the Company, Ms. Liang Yong Hong (as subscriber) and Mr. Ip King Fon (also as subscriber), entered into the subscription agreements, pursuant to which the Company agreed to issue, and Ms. Liang Yong Hong and Mr. Ip King Fon, agreed to subscribe for an aggregate of 4,000,000 and 1,000,000 Shares respectively at the subscription price of HK\$1 per Share. The aggregate nominal value of all 5,000,000 Shares under the subscription is HK\$250,000. Ms. Liang Yong Hong and Mr. Ip King Fon are independent third parties. As at 19 February 2014, the closing market price per Share was HK\$1.07. The net proceeds from the subscription, after deduction of the subscription commission and other related expenses, were approximately HK\$4.9 million, representing a net issue price of HK\$0.98 per Share. The net proceeds from this subscription have been used as general working capital of the Group. The subscription of new Shares was completed on 5th March 2014.

On 27th May 2014, the Company and Mr. Wong Kin Hong, being the subscriber, entered into an subscription agreement, pursuant to which the Company agreed to issue, and the Mr. Wong Kin Hong agreed to subscribe for, an aggregate of 17,000,000 Shares at the subscription price of HK\$1 per Share. The aggregate nominal value of all 17,000,000 Shares under the subscription is HK\$850,000. Mr. Wong Kin Hong is an independent third party. As at 27th May 2014, the closing market price per Share was HK\$0.74. The net proceeds from the subscription, after deduction of the subscription commission and other related expenses, were approximately HK\$10.93 million, representing a net issue price of HK\$0.64 per Share. The net proceeds from this subscription have been used as general working capital of the Group. Please refer to the Company’s announcement dated 27th May 2014 for details.

On 19th September 2014, an aggregate of 115,000,000 placing shares (“Placing Shares”) have been successfully placed by a placing agent to six placees at the placing price of HK\$0.44 per Placing Share pursuant to the terms and conditions of the placing agreement. The net proceeds, after deducting related placing commission, professional fees and all related expenses, arising from the placing amounted to approximately HK\$48,500,000 and the Company intends to utilize such net proceeds as general working capital of the Group and for any possible acquisition when opportunities arise in the future.

## LITIGATION

- i) On 6th March 2012, the Company was named as one of the defendants and other defendants are current and former directors of the Company in a litigation. The allegations were focused on the validity of the Special General Meeting dated 19th March 2012. Amount of claims and damages had not been stated in the writ. The Company had appointed a legal advisor to deal with this allegation, in the views of Directors, the allegation would not have any financial impact to the financial statements.

- ii) On 14th March 2012, the Company was named as one of the defendants and other defendants are current and former directors of the Company in a litigation. The allegations were focused on the validity of the issuance of warrants and share options in March 2012. Amounts of claims and damages had not been mentioned in the writ. The Company had appointed a legal adviser to deal with this allegation. In the view of the Directors, the allegation would not have any financial impact to the financial statements.
- iii) Excel Energy Holdings Limited (“Excel Energy”), a wholly owned subsidiary of the Company, and the Company were named as the 1st defendant and 2nd defendant (the “Defendants”) respectively in the Writ of Summons dated 28th February 2014 issued by Long China Holdings Limited (the “Plaintiff”).

The Plaintiff alleged that the Defendants failed and/or refused to honour their respective obligations under the sale and purchase agreement dated 3rd December 2013 entered into between the Plaintiff (as purchaser), Excel Energy (as vendor) and the Company (as guarantor) for the disposal of the entire equity interests in Fullway (China) Limited at the consideration of HK\$13,800,000, for which the Plaintiff paid HK\$7,900,000 as deposit to the Defendants. The Plaintiff now claims for the return of the said deposit.

The Company has appointed a legal adviser to handle the dispute. The maximum exposure of liability under the dispute may be the repayment of the deposit of HK\$7,900,000, the related interests thereon under the High Court Ordinance and the potential Plaintiff’s claim for loss and damages.

- iv) On 27th March 2014, Good Return (BVI) Limited (a wholly-owned subsidiary of the Company) (“Good Return”) issued writs of summons against Wickham Ventures Limited (“Wickham”) and Ms. Lee Hei Wun (“Ms. Lee”) for claiming, inter alia, the profit guarantee shortfall in the sum of HK\$3,000,000 as a result of the inability of Arnda Semiconductor Limited (“Arnda”) to make any profit during the year ended 31st December 2012. Reference is made to the Company’s announcements dated 6 April 2011, 19th March 2012 and 24th March 2014. Pursuant to the sale and purchase agreement under which Good Return acquired Arnda Semiconductor Limited from Wickham in 2011, Wickham and Ms. Lee guarantee to pay to Good Return the difference between the actual amount of net profit after tax of Arnda and the guaranteed profit in the sum of HK\$3,000,000 for the year ended 31st December 2012. According to the audited accounts of Arnda for the year ended 31st December 2012, Arnda made a loss of HK\$1,252,101 and thus the profit guarantee shortfall is HK\$3,000,000, which Wickham and Ms. Lee have failed to pay to Good Return despite its demand. On 25th June 2014, the High Court of the Hong Kong Special Administrative Region, Court of First Instance issued the final judgement that Ms. Lee required to pay Good Return the sum of HK\$3,000,000 together with the interest, and a fixed cost of HK\$10,500. The Company has instructed its legal adviser to take legal action against Ms. Lee for the payment of the above sum of HK\$3,010,500 and relevant interest of HK\$71,014 but no payment was received. Accordingly, the Group will file an application of a bankruptcy petition against Ms. Lee.

Save as disclosed above, neither the Company nor any of its subsidiaries was involved in any litigation at the end of the reporting period.

## FINANCIAL REVIEW

Total turnover of the Group for the Period amounted to approximately HK\$17,503,000, representing a 6.1% decrease from that of approximately HK\$18,639,000 generated in the corresponding period in 2013. Decrease in turnover was mainly due to the decrease in market demand. Loss attributable to owners of the Company for the Period was approximately HK\$35,724,000 while that of the corresponding period in 2013 was approximately HK\$34,064,000.

Operating expenses for the Period were approximately HK\$31,579,000, representing a decrease of approximately HK\$1,593,000 or 4.8% from the same period of last year. Decrease in operating expenses was mainly due to the decrease in the staff costs during the Period.

In July 2013, an earnest money (the “Earnest Money”) of HK\$30,000,000 was paid to a joint venture company (the “JV Co.”) for a proposed investment project and Mr. Fang Rongzi (“Mr. Fang”) was the guarantor for the JV’s Co.’s repayment of the Earnest Money. The proposed investment project was not carried on upon the expiration of the relevant memorandum of understanding (the “MOU”). In accordance with the terms of the MOU, the JV Co. shall refund the Earnest Money in full to the Group but the recipient of the Earnest Money for and on behalf of the JV Co. did not transfer the Earnest Money back to the JV Co.. Instead, as the guarantor for the JV Co.’s repayment of the Earnest Money, Mr. Fang paid back the Earnest Money to the Group on 3rd July 2014. Please refer to the Company’s announcements dated 8th July 2013 and 28th August 2014 respectively for details.

### Significant investments, material acquisitions and disposal of subsidiaries and affiliated companies

- (i) On 30th January 2014, Mr. Lee Man Bun and the Company entered into the sale and purchase agreement, pursuant to which the Company would acquire 16,595,000 ordinary shares of £0.01 each in the issued share capital of Gowin New Energy Group Limited, a company incorporated with limited liability in the Cayman Islands, the shares of which are listed on AIM of the London Stock Exchange at the consideration of HK\$15,725,280. The consideration would be satisfied in full by the allotment and issue of 13,556,276 Shares at the issue price of HK\$1.16 per Share. The transaction was completed on 2nd April 2014.
- (ii) On 28th February 2014, Silver Bonus Limited, a limited liability company incorporated under the laws of British Virgin Islands and a wholly-owned subsidiary of the Company, He A Jiao and Dai Zhongjin and the Company entered into a sale and purchase agreement whereby Silver Bonus Limited has conditionally agreed to acquire from He A Jiao and Dai Zhongjin the 20 shares in the issued share capital of Central Tech Asia Limited (“Central Tech”), representing 20% of the issued share capital of Central Tech, for the consideration of HK\$26,000,000 which shall be satisfied by the allotment and issue, credited as fully paid, of 20,000,000 Shares at an issue price of HK\$1.3 per Share to He A Jiao and Dai Zhongjin on the completion date.

Upon completion, Central Tech was accounted for as investment in an associate in the financial statements of the Company. The transaction was completed on 25th April 2014.

- (iii) During the period, the Group disposed of certain subsidiaries, which resulted in a gain on disposal of approximately HK\$94,000.
- (iv) During the period, the Group acquired 18% of the issued share capital of World Sheen International Group Limited for the consideration of HK\$52,000,000, which was satisfied by the allotment and issue of 40,000,000 Shares at HK\$1.3 per Share. The transaction was completed on 10th January 2014.

Save as disclosed above, the Group had no significant investments, material acquisitions and disposal of subsidiaries and affiliated companies during the Period.

### **Exposure to fluctuations in exchange rates or any related hedges**

During the Period, the Group had no significant exposure to fluctuations in foreign exchange rates or any related hedges.

### **Pledge of assets and contingent liabilities**

As at 30th September 2014, the Group had no pledge of assets and contingent liabilities.

## **PROSPECTS**

The Company will conduct a review on the business operations and financial position of the Company for the purpose of formulating business plans and strategies for its future business development which would enable the Group to diversify its business and broaden its income sources. In addition, the Company will divest in the business areas which did not perform well in past years and/or do not have good business prospects with a view to allocate and concentrate the resources of the Company into the business areas which have better business prospects and exploring other business and investment opportunities.

With the lead of the management team, the Company is actively exploring for business opportunities in other sector to diversify risk and broaden the sources of income of the Company. The Company has adequate resources to continue with business operations, and will continue to centralize corporate objective of developing current businesses in order to strengthen the competitiveness, integrate its capital resources and contribute a maximum wealth to our equity holders.

The Group will take possible opportunities in the financial markets to raise funds to facilitate future merger and acquisition activities and increase the working capital of the Group.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30th September 2014, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") which would have to be notified to the Company and the Stock Exchange or to be entered in the register referred to in the SFO) are as follows:–

<u>Name of Director</u>	<u>Capacity</u>	<u>No. of Shares</u>	<u>Underlying Shares</u>	<u>Long/Short Position</u>	<u>Approximate percentage of the Company's issued share capital</u> <i>(Note)</i>
Wong Kin Hong	Beneficial owner	17,000,000	–	Long Position	2.4%

*Note:* The percentage represents the number of Shares interested divided by the number of the Company's issued Shares as at 30th September 2014.

As at 30th September 2014, save as disclosed above, none of the Directors and the chief executive of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which would have to be: (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions in which they were taken or deemed to have under such provisions of the SFO) or (b) recorded in the register required to be kept pursuant to Section 352 of the SFO or (c) notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors as referred to in Rule 5.46 of the GEM Listing Rules.

## DIRECTORS' RIGHT TO ACQUIRE SHARES

At no time during the Period were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30th September 2014, so far as the Directors are aware, the persons who had an interest or short position in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances of general meetings of the Company or substantial shareholders as recorded in the register required to be kept by the Company under section 336 of the SFO, are as follows:

Name of shareholder	Capacity	Number of Shares	Underlying Shares	Long/Short Position	Approximate percentage of the Company's issued share capital (Note)
Elisabeta Ling	Beneficial owner	79,000,000		– Long Position	11.16%

*Note:* The percentage represents the number of Shares interested divided by the number of the Company's issued Shares as at 30th September 2014.

So far as is known to any Director, there was no person other than a Director or chief executive who, as at 30th September 2014, had an interest or short position in the Shares or underlying Shares, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or was directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other substantial shareholders whose interest or short position were recorded in the register required to be kept by the Company under section 336 of the SFO.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

On 19th September 2014, the Company successfully placed 115,000,000 Shares to six places at the price of HK\$0.44 each and received net proceeds of approximately HK\$48,500,000.

The Company did not redeem any of its Shares listed and traded on GEM nor did the Company or any of its subsidiaries purchase or sell any of such Shares during the nine months ended 30th September 2014.

## **DIRECTORS' SECURITIES TRANSACTION**

The Company has adopted a code of conduct regarding securities transactions by the Directors (the "Securities Code") on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

Following a specific enquiry made by the Company on the Directors, all of them have confirmed that they had complied with the required standard of dealings and the Securities Code throughout the nine months ended 30th September 2014.

## **COMPLIANCE WITH CORPORATE GOVERNANCE CODE**

For the nine months ended 30th September 2014, the Company had complied with all the code provisions of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules.

## **COMPETING INTERESTS**

During the nine months ended 30th September 2014, none of the Directors or the management shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) had an interest in a business that competed or might compete with the business of the Group.

## **REVIEW BY AUDIT COMMITTEE**

As required by Rule 5.28 of the GEM Listing Rules, the Company has established an audit committee of the Board (the "Audit Committee") with written terms of reference which deal clearly with its authority and duties. The principal duties of the Audit Committee are the review and supervision of the Company's financial reporting process and internal control systems. As at the date of this report, the Audit Committee comprises four independent non-executive Directors (the "INEDs"), namely Mr. Yan Guoniu (Chairman of the Audit Committee), Mr. Thomas Ng Cheng Kiong, Mr. Tang Rong Gang and Mr. Ou Wei An.

The Company's unaudited consolidated financial statements for the nine months ended 30th September 2014 and the 2014 third quarterly report have been reviewed by the Audit Committee. The Audit Committee considered that the relevant financial statements had been prepared in compliance with the applicable accounting principles and requirements of the GEM Listing Rules.

## **CHANGE IN INDEPENDENT AUDITOR**

Elite Partners CPA Ltd. resigned as the independent auditor of the Group with effect from 30 September 2014. The Company is in the course of identifying suitable replacement to fill the causal vacancy following the resignation and further announcement in relation to the appointment of the new independent auditor of the Group will be made in due course.

## CHANGE OF DIRECTORS' AND CHIEF EXECUTIVE'S INFORMATION

Changes of the Directors' information since the disclosure made in the Company's 2014 interim report are set out as follows:

Mr. Wong Tat Wa, an executive Director (the "Executive Director"), was appointed as the authorised representative with effect 1 July 2014.

Mr. Ou Wei An was appointed as an INED and a member of each of the Audit Committee, nomination committee and remuneration committee of the Board with effect from 11th July 2014.

Ms. Leung Po Yee, an Executive Director, was appointed as the compliance officer of the Company with effect from 16 September 2014.

Mr. Xu Xue Feng resigned as an Executive Director with effect from 19th September 2014.

Mr. Liu Zhong Ping resigned as an Executive Director with effect from 21st October 2014.

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

Hong Kong, 13 November 2014

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

### *Executive Directors*

- (1) Mr. Wong Kin Hong (*Chairman*);
- (2) Mr. Huang Yonghua;
- (3) Mr. Wong Tat Wa;
- (4) Ms. Leung Po Yee; and
- (5) Mr. Leung Hoi;

### *Independent Non-executive Directors*

- (6) Mr. Yan Guoniu;
- (7) Mr. Thomas Ng Cheng Kiong;
- (8) Mr. Tang Rong Gang; and
- (9) Mr. Ou Wei An.