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

FIRST QUARTERLY REPORT 2018

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This report, for which the directors (the "Directors") of Seamless Green China (Holdings) Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on 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 revenue of approximately HK$21,741,000 for the three months ended 31 March 2018.

2. The Group has recorded a net profit attributable to owners of the Company for the three months ended 31 March 2018 of approximately HK$913,000, representing a basic earning per share of HK cent 0.06.

3. The Board has resolved not to declare the payment of a dividend for the three months ended 31 March 2018.

QUARTERLY RESULTS (UNAUDITED)

The board of Directors (the "Board") announces the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the three months ended 31 March 2018 (the "Period") together with the relevant comparative unaudited figures as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

		Three months ended 31 March	
		2018	2017
	Notes	**HK$'000**	HK$'000
Revenue	*2*	**21,741**	245
Cost of sales		**(18,185)**	(209)
Gross profit/(loss)		**3,556**	36
Other income and gains		**9**	156
Selling and distribution costs		**(55)**	(40)
Administrative and other operating expenses		**(2,582)**	(2,908)
Profit/(loss) from operations		**928**	(2,756)
Finance costs		**–**	–
Profit/(loss) before taxation		**928**	(2,756)
Income tax expense	*3*	**(15)**	–
Profit/(loss) for the period		**913**	(2,756)
Other comprehensive income after tax			
Items that may be reclassified to profit or loss:			
Exchange differences on translating foreign subsidiaries		**1,825**	468
Total comprehensive income for the period		**1,825**	(2,288)
Profit/(loss) attributable to owners of the Company		**913**	(2,756)
Total comprehensive income attributable to owners of the Company		**2,738**	(2,288)
Profit/(loss) per share attributable to the owners of the Company			
Basic	*5*	**0.06 cent**	(0.21 cent)
Diluted	*5*	**0.06 cent**	N/A

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the three months ended 31 March 2018

	Share capital HK$'000	Share premium HK$'000	Investment revaluation reserve HK$'000	Exchange reserve HK$'000	Share-based payment reserve HK$'000	Accumulated losses HK$'000	Non-controlling interests HK$'000	Total HK$'000
As at 1 January 2017	64,350	466,013	(842)	1,492	11,222	(502,069)	(826)	39,340
Loss for the period	–	–	–	–	–	(2,756)	–	(2,756)
Exchange difference on translating foreign subsidiaries	–	–	–	468	–	–	–	468
Total comprehensive income for the period	–	–	–	468	–	(2,756)	–	(2,288)
As at 31 March 2017	64,350	466,013	(842)	1,960	11,222	(504,825)	(826)	37,052
As at 1 January 2018	**78,626**	**491,228**	**-**	**(2,133)**	**8,762**	**(511,132)**	**(804)**	**64,547**
Profit for the period	**-**	**-**	**-**	**-**	**-**	**913**	**-**	**913**
Exchange difference on translating foreign subsidiaries	**-**	**-**	**-**	**1,825**	**-**	**-**	**-**	**1,825**
Total comprehensive income for the period	**-**	**-**	**-**	**1,825**	**-**	**913**	**-**	**2,738**
As at 31 March 2018	**78,626**	**491,228**	**-**	**(308)**	**8,762**	**(510,219)**	**(804)**	**67,285**

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 31 December 2017. 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 1 January 2018. 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 31 December 2017.

2. REVENUE

The Group's revenue represents the sales of goods supplied to customers, net of discount and sales related tax during the period.

3. INCOME TAX

Income tax has been recognised in profit or loss as followings:

	Three months ended 31 March	
	2018	2017
	HK$'000	HK$'000
Provision for current income tax		
– Hong Kong Profits Tax	**2**	–
– PRC Enterprise Income Tax	**13**	–
	15	–

Hong Kong Profits Tax has been provided at a rate of 16.5% (2017:16.5%) on the estimated assessable profit for the three months ended 31 March 2018.

PRC Enterprise Income Tax is calculated at 25% (2017: 25%).

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

4. INTERIM DIVIDEND

The Board has resolved not to declare the payment of a dividend for the Period (2017: Nil).

5. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share for three months ended 31 March 2018 is based on the Group's profit attributable to owners of the Company for the Period of approximately HK$913,000 (2017: loss of approximately HK$2,756,000) and on the weighted average number of 1,572,517,252 (2017: 1,287,006,044) shares.

The calculation of diluted earnings per share for three months ended 31 March 2018 is based on the Group's profit attributable to owners of the Company for the Period of approximately HK$913,000 and on the weighted average number of 1,572,517,252. Certain share options were not assumed to be exercised as they would have an anti-dilutive impact to the profit attributable to the shareholders of the Company per share for the Period.

Diluted loss per share for the three months period ended 31 March 2017 had not been disclosed as the potential shares arising from the exercise of the Company's share options would decrease the loss per share of the Group and was regarded as anti-dilutive.

6. COMMITMENTS

Commitments under operating leases

At 31 March 2018, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

	Land and buildings Unaudited As at 31 March	
	2018 **HK$'000**	2017 HK$'000
Within one year	**256**	433
In the second to fifth years inclusive	**1,442**	–
	1,694	433

7. CONTINGENT LIABILITIES

At 31 March 2018, the Group had no material contingent liabilities (31 March 2017: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Company was an investment holding company. The Group's principal business activities were the manufacturing and sale of synthetic sapphire watch crystals and optoelectronic products, trading of liquor, manufacturing and trading of LED lighting and related portable consumer products, and property investment.

Total revenue of the Group for the Period amounted to approximately HK$21,741,000, representing a 877% increase compared with approximately HK$245,000 in the corresponding period in 2017. Profit attributable to owners of the Company for the Period was approximately HK$913,000, compared with a loss attributable to the owners of approximately HK$2,756,000 in the corresponding period in 2017.

Sapphire watch crystals division

The Group's sapphire watch crystals division did not generate any revenue during the Period (2017: HK$Nil), principally due to the sluggish market of traditional watches resulted from competition of smart watches. In addition, the Group's watch manufacturing facilities need substantial maintenance, upgrade and replacement if the Group is to accept more profitable orders. The Company is continuously exploring opportunities in trading of watches and watch-related components, which are less reliant on intensive capital expenditure.

Optoelectronics products division

The Group's optoelectronics products division recorded a revenue of approximately HK$416,000 during the Period (2017: HK$Nil). The increase in sales in the Period was mainly due to deliveries commenced in the fourth quarter of 2017 pursuant to new trading orders received by the Group in respect of watch related components. The Board will continue to monitor the market situation and will continue to explore business opportunities which are less capital-reliant to leverage on the Group's established experience in watch industry.

LED lighting and related portable consumer products division

The Group's LED products division recorded a revenue of approximately HK$20,411,000 for the Period (2017: HK$Nil). The volume of purchase orders of the Group's LED division sharply rebounded since the second quarter of 2017. The Group's new business strategy on the LED division starts to take effect and makes good progress, as reflected by the signing of new business contracts with important customers in the LED lighting industry. Since the end of 2017, the Group has launched a new LED and related portable consumer product line which is gaining market popularity in Hong Kong and China. We expect to receive recurring and increasing purchase orders for the new product line in the forthcoming quarters.

Trading of liquor products division

The Group's liquor trading division recorded a revenue of approximately HK$914,000 (2017: HK$Nil). Last year, the division has suffered from the market downturn of the trading of Chinese liquor in Hong Kong, due to the decreasing demand and consumption of high-end Chinese liquor and the decrease of Chinese visitors to Hong Kong. To cope with the changing market condition, the Group strategically diversified its product range to western liquor. The Group also entered into distribution agreements with both online and offline distributors to re-launch the Group's liquor trading business. The Group is hopeful that the new business strategy of the liquor division will bring positive contribution to the Group's business in the forthcoming quarters.

Other income and gains

Other income and gains for the Period amounted to approximately HK$9,000, representing a decrease of approximately HK$147,000 as compared with HK$156,000 in 2017. The decrease in other income and gains was mainly due to the decrease in interest income during the Period.

Administrative and other operating expenses

Total administrative and other operating expenses were approximately HK$2,582,000 for the Period (2017: approximately HK$2,908,000), representing a decrease of HK$326,000. The decrease in administrative and other operating expenses was mainly due to the cost control measures adopted by the management to control the expenditure of the Group.

CAPITAL STRUCTURE, FINANCIAL RESOURCES AND LIQUIDITY

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Directors may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

In managing the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group relies on funds generated from operations and fund raising activities.

The Group's shareholders funds were slightly increased to approximately HK$67,301,000 as at 31 March 2018 (at 31 December 2017: approximately HK$64,547,000), which was mainly resulted from the operating profit for the Period. The Group's current assets amounted to approximately HK$76,845,000 as at 31 March 2018 (at 31 December 2017: approximately HK$85,278,000), of which approximately HK$32,512,000 (at 31 December 2017: approximately HK$42,784,000) was cash and cash equivalents.

As at 31 March 2018, the Group had cash and cash equivalents of approximately HK$32,512,000 (31 December 2017: approximately HK$42,784,000), of which approximately 45% and 54% (31 December 2017: approximately 70% and 28%) were denominated in Hong Kong dollars and Renminbi respectively.

As at 31 March 2018, the Group's borrowing comprised the promissory notes amounting to approximately HK$15,000,000 (31 December 2017: approximately HK$15,000,000). The promissory notes were repayable within one year and are denominated in Hong Kong dollars.

The Group's gearing ratio as at 31 March 2018 was -6.5% (31 December 2017: -6.6%). The Group's gearing ratio was kept at a low level as other than the promissory notes of approximately HK$15,000,000 (31 December 2017: approximately HK$15,000,000), the Group had no other borrowings. Gearing ratio is calculated by dividing the net debt with the aggregate of total capital and net debt. Net debt includes trade payables, other payables and accruals, and promissory notes, less cash and cash equivalents. Total capital represents equity attributable to owners of the Company.

After considering the Group's financial results for the Period and existing financial position, the Board will actively seek new additional funding, including but not limited to the issue of new shares and new bank loans to strengthen the Group's financial position and finance new projects.

LITIGATION

(i) On 6 March 2012, a writ of summons was issued by JMM Business Network Investments (China) Limited ("JMM") against (a) Mr. Chan Ka Ming, Mr. Nee, Henry Pei Ching, Mr. Ho Chun Kit Gregory, Mr. Tam Chak Chi, Mr. Ng Kai Shing, Mr. Jal Nadirshaw Karbhari and Ms. Chan Sze Man, all former Directors; and (b) the Company. In this action, JMM sought to challenge the validity of a notice of special general meeting of the Company dated 9 February 2012, but did not specify any monetary claim against the Company. The Directors have not been aware of any material progress of this action since as early as the third quarter of 2012. As such, the Directors are of the view that the action is unlikely to result in any significant financial impact on the Company.

(ii) On 14 March 2012, a writ of summons was issued by Good Capital Resources Limited ("Good Capital") against (a) Mr. Chan Ka Ming, Mr. Nee, Henry Pei Ching, Mr. Ho Chun Kit Gregory, Mr. Tam Chak Chi, Mr. Ng Kai Shing, Mr. Jal Nadirshaw Karbhari and Ms. Chan Sze Man, all former Directors; and (b) the Company. In this action, Good Capital sought to challenge the validity of the issuance of certain warrants and the grant of certain share options of the Company in March 2012, but did not specify any monetary claim against the Company. The Directors have not been aware of any material progress of this action since as early as the third quarter of 2012. As such, the Directors are of the view that the action is unlikely to result in any financial impact on the financial statements of the Company.

(iii) Under action HCA 987/2016, Good Return (BVI) Limited ("Good Return"), a wholly-owned subsidiary of the Company, claims against Wickham Ventures Limited ("Wickham") and Ms. Lee Hei Wun ("Ms. Lee") for, among others, the shortfall of a profit guarantee in a total sum of HK$16,188,374 pursuant to the sale and purchase agreement under which Good Return acquired Arnda Semiconductor Limited from Wickham (the "Legal Action").

On 31 May 2016, the Statement of Claim was filed and served to Ms. Lee. On 21 July 2016, Ms. Lee filed a Defence and Counterclaim alleging misrepresentation and breach of contract on the part of Good Return and claiming damages. She also seeks to rectify and rescind previous agreements. The damages claimed by Ms. Lee have not been quantified in her Defence and Counterclaim (the "Counterclaim"). On 1 December 2016, Good Return filed and served its Reply and Defence to Counterclaim. The Company has instructed its legal adviser to uphold its rights in the Legal Action and the Counterclaim.

(iv) On 11 February 2015, the Company and Silver Bonus Limited (a wholly-owned subsidiary of the Company and the purchaser to the acquisition) issued a writ of summons against Mr. Lau Hin Chung (the first vendor), Shinning Team Investment Limited (the second vendor), Neo Partner Investments Ltd. (the "Target Company"), Harvest View (China) Limited (a wholly-owned subsidiary of the Target Company) and Mr. Chen Zai (the registered owner of the other 55% shareholding in the Target Company) to claim for relief including damages for breach of contract and/or rescission of contract based on misrepresentation (including a declaration that the promissory notes issued as consideration for the acquisition being null and void and unenforceable), and negligence and breach of fiduciary duties against certain ex-directors of the Company. The Company's claim relates to the acquisition by the Group of 28% shareholding in the Target Company for the consideration of HK$23,800,000, pursuant to a sale and purchase agreement dated 10 December 2012 (as supplemented by a supplemental agreement dated 14 December 2012) which was completed on 23 January 2013. The Company has instructed its legal adviser to continue to uphold its rights in the legal action.

(v) On 20 April 2016, a writ of summons was issued by Mr. Zhu Jun Min ("Mr. Zhu") against the Company for claiming a sum of approximately HK$3.5 million, being the face value of a promissory note allegedly issued by the Company to Mr. Zhu in 2013. The Company has instructed its legal adviser to uphold its rights in the legal action.

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 revenue of the Group for the Period amounted to approximately HK$21,741,000, representing a 877% increase compared with approximately HK$245,000 in the corresponding period in 2017. The increase in revenue was mainly due to the substantial increase in manufacturing and sales of LED and related portable consumer products. Profits attributable to owners of the Company for the Period was approximately HK$913,000, compared with loss attributable to owners of approximately HK$2,756,000 in the corresponding period in 2017.

Selling and distribution costs, administrative and other operating expenses (collectively the "Operating Expenses") for the Period were approximately HK$2,637,000, representing a decrease of approximately HK$311,000 or 10.5% compared with the same period of last year. The decrease in the Operating Expenses was mainly due to the decrease in rental expenses during the Period.

Employees and remuneration policies

As at 31 March 2018, the Group had 71 employees (31 December 2017: 67). Employees were remunerated according to their performance and work experience. In addition to the basic salaries and retirement scheme, staff benefits include free accommodation at the Group's staff quarters in Hong Kong, performance bonus and share options. The total staff costs including Directors' remuneration for the Period were approximately HK$1,047,000 (2016: approximately HK$769,000).

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

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 31 March 2018, the Group had no pledge of assets and contingent liabilities.

PROSPECTS

The Company has been continuously reviewing its business operations and financial position for the purpose of formulating business plans and strategies for its future business development, which would enable the Group not only to develop its existing business divisions but also to capture business opportunities, diversify its businesses and broaden its income sources. The Company will endeavour to allocate its resources in an efficient and effective manner and in the best interest of the Company and its Shareholders as a whole.

The Group had started its LED lighting business since 2014. During these years, LED lighting products become more and more popular, but the competition of LED manufacturing and trading industry in China was severe. Smaller LED lighting products producers have been struggling in the price war, squeezing profit margin to a dangerously low level. To survive the competition, the Group has decided to upgrade its production methodology. By the end of 2016, the Group successfully obtained TUV accreditation for our LED lighting related devices. Since then, the Group has secured supplier contracts with important customers in the LED lighting industry in the first half of 2017. The Group have commenced shipment and delivery of these new orders in the second half of 2017, and two phases of production line expansion were conducted in the third quarter of 2017 and in the first quarter of 2018, respectively. With the launch of the new LED and related portable consumer product line at the end of 2017, the Board and the management are hopeful that the financial performance of the division will continue to improve in the forthcoming quarters in 2018.

In 2017, the Group adjusted the business strategy of our liquor trading division, through diversifying our product range to include not only Chinese liquor but also western red wine, brandy and whisky. We have entered into distribution agreements with business partners in China to establish online and offline sales channels on wholesale and retail scales. The Group liquor trading business has been relaunched in the fourth quarter of 2017. The Company and the management are hopeful that the new business strategy of the liquor division will contribute positively to the Group's business in 2018.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 March 2018, 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 its 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:–

Interests in ordinary shares of the Company (the "Shares")

Name of Director/ chief executive	Capacity/Nature of interests	No. of Shares Held	Underlying Shares	Long/Short Position	Approximate percentage of the issued Shares *(Note)*
Wong Kin Hong	Beneficial owner	25,500,000	–	Long Position	1.62%

Note: The percentage represents the number of Shares interested divided by the number of the issued Shares as at 31 March 2018.

As at 31 March 2018, 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 required standards of dealing by Directors as referred to in Rules 5.46 to 5.67 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 or of any other body corporate 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 or their respective spouse or minor children to acquire such rights in the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2018, so far as the Directors are aware, the persons (other than a Director or the chief executive of the Company) 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/Nature of interests	Number of Shares Held	Underlying Shares	Long/Short Position	Approximate percentage of the issued Shares *(Note)*
Elisabeta Ling	Beneficial owner	118,500,000	–	Long Position	7.54%

Note: The percentage represents the number of Shares interested divided by the number of the issued Shares as at 31 March 2018.

So far as is known to any Director, there was no person (other than a Director or chief executive of the Company) who, as at 31 March 2018, 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

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 Period.

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 with the Directors, all of them have confirmed that they had complied with the required standard of dealings of the Securities Code throughout the Period.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company had complied with all the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules throughout the Period, except for code provision A.2.1 of the CG Code, which stipulates that the role of the chairman and the chief executive should be separate and should not be performed by the same individual. Mr. Wong Kin Hong has held both positions since his appointment as chairman of the Board in 2014. The Board believes that vesting the roles of both chairman and chief executive officer in the same person would allow the Company to be more effective and efficient in developing long term business strategies and execution of business plans.

COMPETING INTERESTS

During the Period, none of the Directors or the substantial shareholders of the Company (as defined in the GEM Listing Rules) 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 set out clearly 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. Tang Rong Gang, Mr. Ou Wei An and Mr. Ng Yu Ho, Steve.

The Company's unaudited consolidated financial statements for the Period and the 2018 first 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.

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

Hong Kong, 10 May 2018

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

INEDs

(5) Mr. Yan Guoniu

(6) Mr. Tang Rong Gang

(7) Mr. Ou Wei An

(8) Mr. Ng Yu Ho, Steve

This report will remain on the "Latest Company Announcements" page of the GEM website (www.hkgem.com) for at least 7 days from the date of its publication. This report will also be published on the website of the Company (http://www.victoryhousefp.com/lchp/8150.html).