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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealers or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Seamless Green China (Holdings) Limited (the “Company”), you should at once hand this circular and the accompanying reply slips and forms of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED REMOVAL OF DIRECTOR AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of the Company to be held at Unit 1906-07, 19/F, Cosco Tower, 183 Queen's Road Central, Hong Kong on Tuesday, 20 September 2011 at 10:00 a.m. is set out on pages 5 to 6 of this circular.

A form of proxy for the special general meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

This circular, for which the directors of Seamless Green China (Holdings) Limited (other than Mr. Lam Ping Cheung Andrew (“Mr. Lam”), who controls Equity Reward Limited (“the Offeror”)) 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 (other than Mr. Lam, who controls the Offeror), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of publication and on the website of the Company at <http://www.victoryhousefp.com/lchp/8150.html>.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

In this circular, unless the context otherwise requires, the expressions set out below will have the following meanings:

“Board”	the board of Directors
“Bye-laws”	the existing bye-laws of the Company
“Company”	Seamless Green China (Holdings) Limited, a company incorporated in the Cayman Islands and re-domiciled and continued in Bermuda with limited liability, the shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Good Capital”	Good Capital Resources Limited, a company incorporated in the British Virgin Islands, which was a registered shareholder of the Company as at 26 August 2011
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Mr. Chong”	Mr. Chong Wai Moon Joe, who was a registered shareholder of the Company as at 26 August 2011
“SGM”	the special general meeting of the Company to be held at Unit 1906-07, 19/F, Cosco Tower, 183 Queen’s Road Central, Hong Kong on Tuesday, 20 September 2011 at 10:00 a.m.
“Share(s)”	ordinary share(s) of nominal value of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Chan Chung Keung Jackson (*Chairman*)
Ms. Chan Yim Kum
Mr. Nee, Henry Pei Ching
Mr. Lam Ping Cheung Andrew

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Independent non-executive Directors:

Mr. Tsui Siu Hung
Mr. Lee Tao Wai
Mr. Ng Kai Shing

*Head office and principal place
of business:*

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

1 September 2011

To the Shareholders

Dear Sir/Madam,

PROPOSED REMOVAL OF DIRECTOR AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information to make an informed decision regarding the resolution to be proposed at the SGM and to give you notice of the SGM. An ordinary resolution will be proposed at the SGM relating to the proposed removal of a Director.

LETTER FROM THE BOARD

REQUISITION FROM SHAREHOLDERS

On 26 August 2011, the Board received a written requisition (“**Written Request**”) from Good Capital and Mr. Chong, both are shareholders of the Company who hold in aggregate, as at 26 August 2011, approximately 12.06% of the total issued share capital of the Company.

Pursuant to the Written Request, Good Capital and Mr. Chong requested the Board to convene a special general meeting of the Company as soon as possible for the purpose of considering, and if thought fit, passing an ordinary resolution for removing Mr. Lam Ping Cheung Andrew (“**Mr. Lam**”) as an executive Director of the Company with immediate effect, pursuant to Bye-law 58.

Pursuant to Bye-law 58, the Shareholders holding, at the date of deposit of the Written Request, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company at all times have the right, by written requisition to the Board, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition. The Board is then required to convene a special general meeting within 21 days from the date of deposit of the Written Request and such meeting must be held within 2 months from the date of deposit of the Written Request.

The reasons for requesting the SGM are not stated in the Written Request.

On 31 August 2011, the Board received another letter from Good Capital and Mr. Chong which states that the reason for Good Capital and Mr. Chong’s issue of the Written Request is that Mr. Lam intends to acquire all the Shares of the Company and is a solicitor and a partner of a firm which is advising the Company. Hence, Good Capital and Mr. Chong are of the view that Mr. Lam is in a position of conflict of interest and he is no longer in a position to discharge his fiduciary duty to the Company as a Director. Therefore, Good Capital and Mr. Chong believe that it would not be in the best interest of the Company and its Shareholders as a whole to allow Mr. Lam to continue to take part in the management of the Company.

Pursuant to Bye-law 86 (4), the Shareholders may, at any general meeting convened and held in accordance with the Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office, notwithstanding anything to the contrary in the Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement), provided that the notice of any such meeting must contain a statement of the intention of removing the Director and be served on such Director 14 days before the meeting. At such meeting, such Director shall be entitled to be heard on the motion for his removal.

The Board, having considered the Written Request, has resolved to convene the SGM as soon as possible.

LETTER FROM THE BOARD

The Board, having taken the advice from the Company's Bermuda legal advisor, confirms that the convening of the SGM is in compliance with the Bye-laws. The Board also confirms that neither the functions of the Board nor the Company's normal business operations have been adversely affected by the aforesaid events.

In accordance with the above, the SGM Notice, which contains a statement of the intention of the proposed removal, will be served on Mr. Lam 14 days before the SGM. Mr. Lam shall be entitled to be heard on the motion for his removal.

SGM

At the SGM, an ordinary resolution for removal of an existing executive Director, namely Mr. Lam will be proposed.

If you are unable to attend the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for the SGM or any adjournment thereof to the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the SGM will therefore demand for a poll for every resolution put forward at the SGM in accordance with Bye-law 66(a).

Yours faithfully,
For and on behalf of the Board of
Seamless Green China (Holdings) Limited
Chan Chung Keung Jackson
Director

NOTICE OF SPECIAL GENERAL MEETING



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 Unit 1906-07, 19/F, Cosco Tower, 183 Queen’s Road Central, Hong Kong on Tuesday, 20 September 2011 at 10:00 a.m. for the following purposes:

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

ORDINARY RESOLUTION

“**THAT** Mr. Lam Ping Cheung Andrew be and is hereby removed as an executive director of the Company with immediate effect.”

By Order of the Board of
Seamless Green China (Holdings) Limited
Chan Chung Keung Jackson
Director

Hong Kong, 1 September 2011

NOTICE OF SPECIAL GENERAL MEETING

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

- (1) Mr. Chan Chung Keung Jackson, as an Executive Director;
- (2) Ms. Chan Yim Kum, as an Executive Director;
- (3) Mr. Nee, Henry Pei Ching, as an Executive Director;
- (4) Mr. Lam Ping Cheung Andrew, 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; and
- (7) Mr. Ng Kai Shing, 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.