

**SEAMLESS GREEN CHINA (HOLDINGS) LTD:
OF MICE AND MEN**

Good Return (BVI) Ltd has lodged a Writ of Summons (Indorsement of Claim, attached) in the High Court of the Hongkong Special Administrative Region (HKSAR) of the People's Republic of China (PRC), naming as the two Defendants:

Wickham Ventures Ltd
Ms Lee Hei Wun

First Defendant
Second Defendant

Good Return (BVI) Ltd, the Plaintiff to this Action, Number 987 of 2016, is a wholly owned subsidiary of Seamless Green China (Holdings) Ltd ([]) (Code: 8150, The **G**rowth **E**nterprise **M**arket [The **GEM**] of The Stock Exchange of Hongkong Ltd) and, as its name implies, it is domiciled in the **British Virgin Islands (BVI)**.

The First Defendant is a company, domiciled in the BVI, also.

The Second Defendant describes herself, according to the database of **TOLFIN** (), the Computerised, Online Financial Intelligence Service and Web-Based, Credit-Checking Provider, as being a merchant with an address in the HKSAR.

Ms Lee Hei Wun's present address in the HKSAR, according to the Writ of Summons, is:

Flat C, 16th Floor,
Dunbar Place,
Number 23, Dunbar Road,
Ho Man Tin,
Kowloon.

The Indorsement of Claim, attached to the Writ of Summons, states only:

'The Plaintiff claims against the 1st and 2nd Defendants for the following reliefs:-

- '1. The sum of HK\$13,196,570.00 being the outstanding aggregate profit guarantee shortfall, owed by the 1st Defendant and guaranteed by the 2nd Defendant, as joint and several liabilities, pursuant to a Sale and Purchase Agreement dated 1st April 2011 entered into between the Plaintiff, the 1st and 2nd Defendants, and Arnda Semiconductor Limited () ("SPA"), the 1st Supplemental Agreement to the SPA dated 31st May 2011 and the 2nd Supplemental Agreement to the SPA dated 17th March 2012 (altogether the "Agreements"), for the years ending 31 December 2012, 2013 and 2014 less the amount of profit guarantee shortfall claimed by the Plaintiff against the 1st and 2nd Defendants pursuant to the Agreements under High Court Action no. 528 of 2014;*
- '2. Interests (sic);*
- '3. Costs; and*

‘4. Further and/or other relief.’

The History

On April 6, 2011, Seamless Green China informed its then shareholders that, via its subsidiary, namely, Good Return (BVI) Ltd, it had *‘entered into the Agreement, pursuant to which the Purchaser (Good Return) will acquire the entire issued share capital of the Target Company (Arnda Semiconductor Ltd, an HKSAR-incorporated company) and the Sale Loan (the shareholder’s loan, owing by the Target Company to the Vendor, Wickham Ventures Ltd, in the amount of \$HK3,410,000) at the total consideration of HK\$11,100,000.’*

This purported agreement was made with the express approval of Ms Lee Hei Wun who was the Guarantor in respect of the terms and conditions, attached to the purchase and sales agreement.

Wickham Ventures Ltd, as at April 1, 2011, one was told ... [CLICK TO ORDER FULL ARTICLE](#)

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