

DATE: 23 May 2018

SEASON PACIFIC HOLDINGS LIMITED

as Company

AND

FULBRIGHT SECURITIES LIMITED

as Placing Agent

SUPPLEMENTAL AGREEMENT

relating to

a Placing Agreement dated 16 May 2018

THIS SUPPLEMENTAL AGREEMENT is dated 23 May 2018

BETWEEN:

- (1) **SEASON PACIFIC HOLDINGS LIMITED**, an exempted company with limited liability incorporated in the Cayman Islands, the issued shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 1709) (the “**Company**”); and
- (2) **FULBRIGHT SECURITIES LIMITED**, a company incorporated in Hong Kong whose registered office is at 33/F, Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong (the “**Placing Agent**”).

WHEREAS:

- A. By a placing agreement dated 16 May 2018 entered into between the Company and the Placing Agent (“**Placing Agreement**”), inter alia, the Placing Agent agreed, on the terms and subject to the conditions set out in the Placing Agreement, to act as the placing agent of the Company to procure, on a best effort basis, not less than six Placees (as defined in the Placing Agreement) who are not and whose ultimate beneficial owner(s), if applicable, are not connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company to subscribe for a maximum of 125,000,000 Placing Shares within the Placing Period (as defined in the Placing Agreement).
- B. This Supplemental Agreement is supplemental to the Placing Agreement and the Parties hereto have agreed to amend the Placing Agreement in accordance with the terms and conditions as set out in this Supplemental Agreement.

IT IS HEREBY AGREED as follows:

1. All words and expressions defined in the Placing Agreement shall, unless specifically defined herein or the context otherwise requires, have the same meaning when used in this Supplemental Agreement. This Supplemental Agreement shall form part of the Placing Agreement.
2. With effect from the date hereof, the Placing Agreement be and is hereby varied and amended as follows:-
 - (a) The definition of “Placing Price” in Clause 1.1 of the Placing Agreement shall be amended from HK\$0.48 to **HK\$0.485**.
 - (b) The definition of "Placing Shares" in Clause 1.1 of the Placing Agreement shall be amended as "up to **123,800,000** new Shares to be allotted and issued pursuant to the terms and conditions of this Agreement which will rank pari passu in all respects with the Shares in issue as at the date of allotment of the Placing Shares".
3. Save as expressly amended by these presents, all covenants, conditions, terms and provisions of the Placing Agreement shall remain unchanged and shall continue in full force and effect but references therein to “Agreement”, “herein” or otherwise importing

the same shall be construed as references to the Placing Agreement as varied and amended by this Supplemental Agreement.

4. This Supplemental Agreement may be executed in any number of counterparts by the Parties hereto on separate counterparts, each of which when executed shall constitute an original and all of which when taken together shall constitute one and the same document.
5. This Supplemental Agreement shall be governed by and construed in accordance with the laws of Hong Kong.

IN WITNESS whereof this Supplemental Agreement has been executed as a deed on the day and year first above written.

THE COMPANY

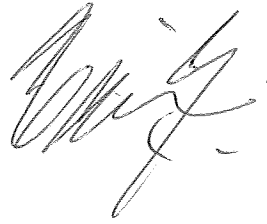
SIGNED by)
for and on behalf of)
SEASON PACIFIC HOLDINGS LIMITED)
in the presence of: *Chak Ka Wai*)



THE PLACING AGENT

SIGNED by LIU Chi Ming, Eric, Director
for and on behalf of
FULBRIGHT SECURITIES LIMITED
in the presence of:

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Fok Tsz Kwong

