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## **SEASON PACIFIC HOLDINGS LIMITED**

**雲裳衣控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1709)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Season Pacific Holdings Limited (“Company”) will be held at 5/F, AIA Financial Centre, 112 King Fuk Street, San Po Kong, Kowloon, Hong Kong on Monday, 9 September 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:

**“THAT:**

- (a) the Agreement (as defined in the announcement of the Company dated 6 March 2019, copy of which to be produced to the EGM marked “A” and signed by the chairman of the meeting for the purpose of identification), the Supplemental Agreement (as defined in the announcement of the Company dated 7 August 2019, copy of which is to be produced to the EGM marked “B” and signed by the chairman of the meeting for the purposes of identification), all the transactions contemplated thereunder and the implementation thereof be and are hereby ratified, confirmed and approved; and
- (b) any one of the directors of the Company (the “Directors”) be and is hereby authorised to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Agreement and the Supplemental Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or contemplated thereunder.”

By order of the Board  
**Season Pacific Holdings Limited**  
**Cheung Lui**

*Chairman, Chief Executive Officer & Executive Director*

Hong Kong, 16 August 2019

*Notes:*

- (1) A form of proxy for the meeting is enclosed.
- (2) The resolution at the meeting will be taken by poll (except where the chairman of the meeting decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

\* *For identification purposes only*

(the “Listing Rules”) and the articles of association of the Company. The results of the poll will be published on the website of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

- (3) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend, and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy

On a show of hands every shareholder who is present in person or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. If a shareholder (other than a clearing house (or its nominees)) appoints more than one proxy, only one of the proxies so appointed and specified in the form of proxy is entitled to vote on the resolution on a show of hands. In the case of a poll, every shareholder present in person or by proxy(ies) shall be entitled to one vote for each share held by him.

- (4) In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a member from attending and voting in person at the EGM or any adjournment thereof (as the case may be), should he/she so wishes and in such event, the form of proxy shall be deemed to be revoked.
- (5) For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Wednesday, 4 September 2019 to Monday, 9 September 2019, both days inclusive, during which period no transfer of Shares will be registered. The record date for the purpose of determining eligibility of the members of the Company to attend and vote at the EGM is Monday, 9 September 2019. In order to qualify for attending the Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company’s branch registrar at the address stated in note 4 above not later than 4:30 p.m. on Tuesday, 3 September 2019 for registration.
- (6) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (7) In case of joint shareholdings, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
- (8) Reference to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this announcement, the executive Directors are Mr. Cheung Lui, Ms. Jiang Xinrong and Mr. Yu Xiu Yang, the non-executive Directors are Ms. Chin Ying Ying and Mr. Li Ren; and the independent non-executive Directors are Mr. Chang Eric Jackson, Mr. Choi Sheung Jeffrey and Ms. Luk Huen Ling Claire.*