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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: 8127)

ANNOUNCEMENT OF THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 31 DECEMBER 2016

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

This announcement, for which the directors (the “Directors”) of Season Pacific 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 (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 announcement 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 announcement misleading.

* For identification purposes only

The board of Directors (the “Board”) is pleased to announce the unaudited results of the Company and its subsidiaries (the “Group”) for the three months and nine months ended 31 December 2016 together with the comparative unaudited figures for the corresponding periods in 2015 as follows:

UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 31 December 2016

	Notes	For the three months ended 31 December		For the nine months ended 31 December	
		2016 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)
Revenue	3	49,893	30,785	143,646	132,379
Cost of sales	4	(40,730)	(23,357)	(103,905)	(92,196)
Gross profit		9,163	7,428	39,741	40,183
Other income	3	–	598	–	851
Selling expenses	4	(1,516)	(785)	(4,165)	(2,346)
General and administrative expenses	4	(4,880)	(6,128)	(13,296)	(26,465)
Operating profit		2,767	1,113	22,280	12,223
Finance expenses	6	(11)	–	(53)	–
Profit before income tax		2,756	1,113	22,227	12,223
Income tax expense	7	(557)	(492)	(3,954)	(4,239)
Profit and total comprehensive income for the period attributable to owners of the Company		2,199	621	18,273	7,984
Basic and diluted earnings per share attributable to owners of the Company (expressed in HK cents per share)	9	0.22	0.06	1.83	0.89

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2016

	Attributable to owners of the Company				Total equity
	Share capital	Share premium	Capital reserve	Retained earnings	
	HK\$'000	HK\$'000	(Note (a)) HK\$'000	HK\$'000	
Balance at 1 April 2016	10,000	9,810	10	16,409	36,229
<i>Total comprehensive income</i>					
Profit for the period ended 31 December 2016	–	–	–	18,273	18,273
Balance at 31 December 2016 (unaudited)	10,000	9,810	10	34,682	54,502
Balance at 1 April 2015	–	–	10	24,270	24,280
<i>Total comprehensive income</i>					
Profit for the period ended 31 December 2015	–	–	–	7,984	7,984
<i>Transactions with owners in their capacity as owners</i>					
Dividends (Note 8)	–	–	–	(12,000)	(12,000)
Shares issued upon capitalisation (Note (b))	8,500	(8,500)	–	–	–
Shares issued for placing, net of expenses (Note (c))	1,500	18,310	–	–	19,810
Total transactions with owners in their capacity of owners	10,000	9,810	–	(12,000)	7,810
Balance at 31 December 2015 (unaudited)	10,000	9,810	10	20,254	40,074

Notes:

- Capital reserve of HK\$10,000 represented the difference between the combined capital of group subsidiaries acquired over the nominal value of the share capital of the Company issued in exchange thereof in the group reorganisation prior to the listing of the Company's shares on GEM.
- On 22 September 2015, the authorised share capital of the Company increased from HK\$380,000 to HK\$100,000,000 by the creation of additional 9,962,000,000 shares of HK\$0.01 each. On the same date, the Company capitalised an amount of HK\$8,499,990 by charging to the share premium account of the Company at condition and that the said sum to be applied in paying up in full for 849,999,000 shares. Such shares are allotted and issued, credited as fully paid to the then shareholders of the Company.
- In connection with the listing of the Company's shares on GEM on 7 October 2015, 150,000,000 ordinary shares of HK\$0.01 each were issued at a price of HK\$0.15 per Share for a total consideration of HK\$22,500,000 with issuance costs amounted to approximately HK\$2,690,000 being charged to share premium. This resulted in share premium of approximately HK\$18,310,000.

NOTES TO THE FINANCIAL STATEMENTS

1 GENERAL

The Company was incorporated in the Cayman Islands on 11 May 2015 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company has established a place of business in Hong Kong at 5/F, AIA Financial Centre, 112 King Fuk Street, San Po Kong, Kowloon, Hong Kong.

The Company is an investment holding company. The Group is principally engaged in sales of apparel products with the provision of supply chain management total solutions to customers. The ultimate holding company of the Company is Alpha Direct Investments Limited ("Alpha Direct").

The shares of the Company (the "Share(s)") have been listed on GEM by way of placing (the "Listing") on 7 October 2015 (the "Listing Date").

2 BASIS OF PREPARATION

This unaudited condensed consolidated financial statements for the three months and nine months ended 31 December 2016 (the "Financial Statements") have been prepared in accordance with Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of Hong Kong Companies Ordinance. Besides, the Financial Statements include applicable disclosures required by the GEM Listing Rules. The Financial Statements have been prepared under the historical cost convention and are presented in Hong Kong Dollars ("HK\$"), and all values are rounded to the nearest thousand except when otherwise indicated.

The preparation of the Financial Statements requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of income and expenses. Actual results may differ from these estimates.

In preparing the Financial Statements, the significant judgments made by the Company's management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the Group's audited consolidated financial statements for the year ended 31 March 2016.

3 REVENUE AND OTHER INCOME

Analysis of revenue and other income is as follows:

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)
Revenue				
Sales of goods	<u>49,893</u>	<u>30,785</u>	<u>143,646</u>	<u>132,379</u>
Other income				
Service fee income	<u>—</u>	<u>598</u>	<u>—</u>	<u>851</u>
	<u>—</u>	<u>598</u>	<u>—</u>	<u>851</u>
Total revenue and other income	<u><u>49,893</u></u>	<u><u>31,383</u></u>	<u><u>143,646</u></u>	<u><u>133,230</u></u>

4 EXPENSES BY NATURE

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)
Cost of goods sold	38,962	21,652	98,826	86,794
Sales commission				
— to a related company	—	—	—	670
— to third parties	685	260	2,181	656
Depreciation of property, plant and equipment	108	325	334	947
Reversal of provision for impairment of trade receivables	—	—	—	(58)
Operating lease rentals in respect of				
— office	833	823	2,498	2,445
— staff quarter	188	192	570	567
— car park	61	51	175	152
Auditors' remuneration				
— Audit services	270	250	810	750
— Non-audit services	—	—	—	—
Employee benefit expenses (Note 5)	3,760	3,463	10,572	9,703
Entertainment and travelling expenses	289	324	865	1,440
Listing expenses	—	1,568	—	13,166
Other expenses	1,970	1,362	4,535	3,775
	<u>47,126</u>	<u>30,270</u>	<u>121,366</u>	<u>121,007</u>

5 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)
Salaries, bonus and other short-term employee benefits	3,638	3,340	10,237	9,364
Pension costs — defined contribution plans	122	123	335	339
	<u>3,760</u>	<u>3,463</u>	<u>10,572</u>	<u>9,703</u>

6 FINANCE EXPENSES

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)	2015 HK\$'000 (unaudited)
Interest expenses on bank borrowing	11	—	53	—

7 INCOME TAX EXPENSE

The amount of taxation charged to the unaudited consolidated statement of comprehensive income represents:

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 <i>HK\$'000</i> (unaudited)	2015 <i>HK\$'000</i> (unaudited)	2016 <i>HK\$'000</i> (unaudited)	2015 <i>HK\$'000</i> (unaudited)
Hong Kong profits tax				
— Current income tax	<u>557</u>	<u>492</u>	<u>3,954</u>	<u>4,239</u>

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for each of the periods shown above. The Group is not subject to taxation in the Cayman Islands or the British Virgin Islands.

8 DIVIDENDS

The Board does not recommend any payment of dividend for the nine months ended 31 December 2016. Dividends of HK\$12,000,000 out of the profits of Seazon Pacific for the year ended 31 March 2015 were proposed and approved on 4 June 2015 and were fully paid on 31 August 2015.

9 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective periods. In determining the weighted average number of ordinary shares, the 693 ordinary shares of the Company issued to Alpha Direct during the group reorganisation prior to the Listing (the “Reorganisation”) and the additional 654,499,230 shares of the Company under the capitalisation on 22 September 2015 were treated as if they had been in issue since 1 April 2014; the 135 ordinary shares of the Company issued to Success Time Holdings Limited during the Reorganisation and the additional 127,499,850 shares of the Company under the capitalisation on 22 September 2015 were treated as if they had been in issue since 13 February 2015; and the 72 ordinary shares of the Company issued to Wise Manner Limited (“Wise Manner”) during the Reorganisation and the additional 67,999,920 shares of the Company under the capitalisation on 22 September 2015 were treated as if they had been in issue since 10 April 2015.

	For the three months ended 31 December		For the nine months ended 31 December	
	2016 (unaudited)	2015 (unaudited)	2016 (unaudited)	2015 (unaudited)
Profit attributable to owners of the Company (<i>HK\$'000</i>)	<u>2,199</u>	<u>621</u>	<u>18,273</u>	<u>7,984</u>
Weighted average number of ordinary Shares in issue (<i>'000</i>)	<u>1,000,000</u>	<u>990,217</u>	<u>1,000,000</u>	<u>894,684</u>
Basic earnings per Share (<i>HK cents per Share</i>)	<u>0.22</u>	<u>0.06</u>	<u>1.83</u>	<u>0.89</u>

(b) Diluted

For the nine months ended 31 December 2016 and 2015, diluted earnings per Share were equal to the basic earnings per Share as there were no potential dilutive ordinary Shares outstanding during the respective periods.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the nine months ended 31 December 2016, the Group recorded increases in both revenue of approximately 8.5% and profit and total comprehensive income attributable to owners of the Company of approximately 128.8% as compared with those for the nine months ended 31 December 2015. To cope with the challenging global business environment, while the Group continuously provided both high quality designs and innovative total supply chain solutions to the customers for relatively higher gross profit margin, it also struck a balance to expand its market share by offering competitive pricing to secure new customers and maintain a growth in revenue. For the nine months ended 31 December 2016, the Group recorded a drop in gross profit margin in return for the expansion of market share. Although there was a decrease in the Group's gross profit margin, nil listing expense incurred for the nine months ended 31 December 2016, as compared with approximately HK\$13.2 million non-recurring listing expenses incurred for the nine months ended 31 December 2015, resulting a significant increase in the profit and total comprehensive income attributable to owners of the Company.

On 7 October 2015, the Shares were successfully listed on GEM by way of placing (the "Placing"). After deducting all the relevant commission and expenses borne by the Company, there are approximately HK\$5.1 million of net proceeds from the Placing. During the period from the Listing Date to 31 December 2016, approximately HK\$2.4 million was utilised in accordance with the business strategies as set out in the Company's prospectus dated 29 September 2015 in relation to the Placing (the "Prospectus"). Further details are set out in the section headed "Use of Proceeds" in this announcement.

FINANCIAL REVIEW

Revenue

The Group's revenue increased to approximately HK\$143.6 million for the nine months ended 31 December 2016 from approximately HK\$132.4 million for the nine months ended 31 December 2015, representing an increase of approximately 8.5%. Although some sales to the Middle East and European markets dropped, the Group was able to make a significant growth in sales to the American market and thus resulted an increase in the Group's total revenue for the nine months ended 31 December 2016.

Cost of sales

The Group's cost of sales primarily consists of cost of goods sold, employee benefit expenses and other direct costs. The cost of sales increased to approximately HK\$103.9 million for the nine months ended 31 December 2016 from approximately HK\$92.2 million for the nine months ended 31 December 2015, representing an increase of approximately 12.7%. The Group's cost of sales increased along with the growth in revenue for the nine months ended 31 December 2016.

Gross profit and gross profit margin

The Group's gross profit slightly decreased to approximately HK\$39.7 million for the nine months ended 31 December 2016 from approximately HK\$40.2 million for the nine months ended 31 December 2015, representing a decrease of approximately 1.2%. The Group's gross profit margin decreased to approximately 27.7% for the nine months ended 31 December 2016 from approximately 30.4% for the nine months ended 31 December 2015. In order to further expand the Group's market share, the Group offered competitive pricing for greater portion of its sales, which diluted the effect of sales with higher gross profit margin by providing both high quality designs and innovative total supply chain solutions during the nine months ended 31 December 2016.

Selling expenses

Selling expenses mainly consist of sales commission paid to the external sales representatives and staff costs of in-house staff whose role are mainly focused on sourcing new customers. Selling expenses increased to approximately HK\$4.2 million for the nine months ended 31 December 2016 from approximately HK\$2.3 million for the nine months ended 31 December 2015, representing an increase of approximately 82.6%. The increase in selling expenses was mainly attributable to the additional staff costs paid to a new merchandising team since June 2015 and service fee paid to a new consultant pursuant to a consultancy agreement entered into with an independent third party for provision of consultancy services to the Group in relation to the sales of the Group's products and services since March 2016.

General and administrative expenses

General and administrative expenses primarily consist of employee benefit expenses, operating lease rentals mainly for office, entertainment and travelling expenses, depreciation of property, plant and equipment, legal and professional fees and other miscellaneous general and administrative expenses. General and administrative expenses decreased to approximately HK\$13.3 million for the nine months ended 31 December 2016 from approximately HK\$26.5 million for the nine months ended 31 December 2015, representing a decrease of approximately 49.8%. Such a decrease was mainly due to nil listing expense incurred for the nine months ended 31 December 2016, while approximately HK\$13.2 million non-recurring listing expenses incurred for the nine months ended 31 December 2015.

Profit and total comprehensive income attributable to owners of the Company

Profit and total comprehensive income attributable to owners of the Company increased to approximately HK\$18.3 million for the nine months ended 31 December 2016 from approximately HK\$8.0 million for the nine months ended 31 December 2015, representing an increase of approximately 128.8%. The increase in profit and total comprehensive income was mainly due to nil listing expense incurred for the nine months ended 31 December 2016, while approximately HK\$13.2 million non-recurring listing expenses incurred for the nine months ended 31 December 2015.

USE OF PROCEEDS

The Shares have been successfully listed on GEM on 7 October 2015. The actual net proceeds from the Placing, after deducting commission and expenses borne by the Company in connection with the Placing, were approximately HK\$5.1 million (the “Actual Net Proceeds”), which were less than the estimated one stated in the Prospectus. Thus, the Company plans to apply the Actual Net Proceeds on the same business strategic plans as stated in the Prospectus for the period from 1 October 2015 to 30 June 2018 (the “Period”) but with monetary adjustments to each business strategic plan on a pro rata basis. As the Placing completed after 30 September 2015, the estimated use of proceeds for the period ended 30 September 2015 as stated in the Prospectus would be foregone. Table below sets out an adjusted allocation and the actual use of the Actual Net Proceeds for the period from the Listing Date to 31 December 2016.

Business strategies as set out in the Prospectus	Adjusted	Actual use of
	allocation of the Actual Net Proceeds	the Actual Net Proceeds
	For the period from the Listing Date to 31 December 2016	
	<i>HK\$'000</i>	<i>HK\$'000</i>
Expand the geographical coverage of the Group’s customers (<i>Note 1</i>)	792	792
Expand the geographical base of the Group’s third-party manufacturers	364	257
Further develop the Group’s design and development capabilities	561	537
Expand the Group’s product types to further cater to customers’ needs	436	436
General working capital	<i>Note 2</i>	330
Total	<u>2,153</u>	<u>2,352</u>

Notes:

1. The Actual Net Proceeds would only be utilised for, among others, salary of the team head for the new merchandising team subsequent to the Placing.
2. There is approximately HK\$330,000 for the Period.

FUTURE PROSPECTS

In March 2016, the Company has entered into a consultancy agreement with an independent third party for provision of consultancy services to the Group in relation to the sales of the Group's products and services for a period of five years. The Group expects such consultant, which has extensive network and immense experience in apparel industry worldwide, will introduce the Group new customers and business opportunities with the aim to further broaden the Group's customer base for continuous growth, if and when opportunities arise. With profound knowledge in the industry, the consultant will advise the Group appropriate strategies with respect to marketing and promotion of products, partnerships with brands and new innovation technologies in the retail and fashion space for the Group on a global scale.

The Group anticipates that tough economic conditions will continue and probably create certain pressure to the Group's sales and gross profit margin for the current financial year. Nevertheless, the Group will try its best endeavour, with the help of the consultant, to solicit more new and/or various types of customers, such as international top fashion chain for capturing a bigger portion of market share, while maintaining its organic growth by utilising the net proceeds from the Placing as planned. The Directors are confident that the Group is able to become a leading supply chain management company in Hong Kong with full vertical value propositions to its customers from the factory to the consumer.

OTHER INFORMATION

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

As at 31 December 2016, the interests and short positions of the Directors and 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, Laws of Hong Kong)) (the "SFO") which would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to section 352 of the SFO, to be entered in the register as referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange, are as follows:

Name of Director	Capacity/ nature of interest	Number of Shares	Percentage of interest in the Company
Mr. Cheung Lui ("Mr. Cheung")	Interest in controlled corporation (<i>Note</i>)	554,500,000 (long position)	55.45%

Note: Alpha Direct is wholly-owned by Mr. Cheung. Therefore, Mr. Cheung is deemed to be interested in the Shares held by Alpha Direct under the SFO.

Save as disclosed above, as at 31 December 2016, none of the Directors and chief executive of the Company had any interests and short positions in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2016, so far as it is known to the Directors, the following persons, not being a Director or chief executive of the Company, had an interest or short position in the Shares and 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, who was interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name	Capacity/ nature of interest	Number of Shares	Percentage of interest in the Company
Alpha Direct	Beneficial owner	554,500,000	55.45%
Ms. Ngan Shui Ling Crystal	Interest of spouse (<i>Note 1</i>)	554,500,000	55.45%
Wise Manner	Beneficial owner	68,000,000	6.8%
Ms. Mang Ngai ("Ms. Mang")	Interest in controlled corporation (<i>Note 2</i>)	68,000,000	6.8%

Notes:

- Alpha Direct is wholly-owned by Mr. Cheung. Ms. Ngan Shui Ling Crystal ("Mrs. Cheung"), being the spouse of Mr. Cheung, is deemed to be interested in all the Shares that Mr. Cheung is interested in. Accordingly, Mrs. Cheung is deemed to be interested in the 554,500,000 Shares held by Alpha Direct under the SFO.
- Wise Manner is wholly-owned by Ms. Mang. Accordingly, Ms. Mang is deemed to be interested in the 68,000,000 Shares held by Wise Manner under the SFO.

Save as disclosed above, as at 31 December 2016, the Directors are not aware of any interests and short positions owned by any parties (other than a Director or chief executive of the Company) in the Shares and 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, who was interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules ("CG Code"). The Board and the management of the Company are committed to maintaining and achieving a high standard of corporate governance practices with an emphasis on a quality Board, an effective accountability system and a healthy corporate culture in order to safeguard the interests of the Shareholders and enhance the business growth of the Group.

During the nine months ended 31 December 2016, the Company has complied with all the code provisions as set out in the CG Code except the deviation stated in the following paragraph.

Paragraph A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. However, the Board is of the view that although Mr. Cheung is the chairman and chief executive officer of the Company, this structure will not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the operations of the Board, which comprises experienced and high caliber individuals and meets regularly to discuss issues affecting the operations of the Company. The Board believes that this structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions efficiently, and thus is in the best interest of the Group. The Board has full confidence in Mr. Cheung and believes that his appointment to the posts of chairman and chief executive officer of the Company is beneficial to the business prospects of the Group.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having been made specific enquiry by the Company, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct concerning securities transactions by the Directors during the nine months ended 31 December 2016.

SHARE OPTION SCHEME

A share option scheme was adopted and approved by the then shareholders of the Company on 22 September 2015 (the "Share Option Scheme"). No share options have been granted pursuant to the Share Option Scheme since its adoption.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the nine months ended 31 December 2016, the Company did not redeem any of its Shares listed on GEM nor did the Company or any of its subsidiaries purchase or sell any such Shares.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No Director had a material interest in any contract of significance to the business of the Group, to which the Company or any of its subsidiaries was a party during the nine months ended 31 December 2016.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the nine months ended 31 December 2016 and up to the date of this announcement, none of the Directors or any of their respective close associates, engaged in any business that competes or might compete with the business of the Group, or had any other conflict of interest with the Group.

INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Guotai Junan Capital Limited (“Guotai Junan”) to be the compliance adviser. As informed by Guotai Junan, neither Guotai Junan nor any of its directors or employees or associates, has or may have, any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules, except for the compliance adviser agreement entered into between the Company and Guotai Junan dated 22 June 2015.

AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) was established on 22 September 2015 with its terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The terms of reference of the Audit Committee have been revised on 30 March 2016 to reflect the additional responsibilities of the Audit Committee arising from the Stock Exchange’s amendments on risk management and internal control under the Code on Corporate Governance applicable to listed companies with an accounting period beginning on or after 1 January 2016.

The primary duties of the Audit Committee are mainly to make recommendations to the Board on the appointment and removal of external auditor, review the financial statements and material advice in respect of financial reporting, and oversee risk management and internal control systems of the Group.

The Audit Committee currently consists of three members, namely Mr. Ng Ka Lok (chairman of the Audit Committee), Mr. Choi Sheung Jeffrey and Ms. Luk Yung Yung Claire, all being independent non-executive Directors. No member of the Audit Committee is a member of the former or existing independent auditor of the Company. The Audit Committee has reviewed the Financial Statements.

By order of the Board
Season Pacific Holdings Limited
Cheung Lui

Chairman, Chief Executive Officer & Executive Director

Hong Kong, 3 February 2017

As at the date of this announcement, the executive Directors are Mr. Chak Ka Wai and Mr. Cheung Lui, the non-executive Director is Ms. Chan Hong Nei Connie; and the independent non-executive Directors are Mr. Choi Sheung Jeffrey, Ms. Luk Yung Yung Claire and Mr. Ng Ka Lok.

This announcement will remain on the “Latest Company Announcements” page of the website of GEM at www.hkgem.com for at least 7 days from its date of publication and on the website of the Company at www.seasonpacific.com.