

# SEASON PACIFIC HOLDINGS LIMITED

## 雲裳衣控股有限公司\*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8127)

### FORM OF PROXY FOR 2017 ANNUAL GENERAL MEETING

(or its adjournment)

I/We <sup>note 1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>note 2</sup> \_\_\_\_\_  
ordinary shares of HK\$0.01 each in the capital of SEASON PACIFIC HOLDINGS LIMITED (the "Company"), HEREBY APPOINT <sup>note 3</sup> the Chairman of the annual general meeting (the "Meeting") of the Company, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) to be held at 5/F, AIA Financial Centre, 112 King Fuk Street, San Po Kong, Kowloon, Hong Kong on Wednesday, 5 July 2017 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR <sup>note 4</sup>	AGAINST <sup>note 4</sup>
1.	To consider and adopt the audited consolidated financial statements of the Company and the respective reports of the directors (the "Directors") and independent auditor of the Company for the year ended 31 March 2017.		
2.	To re-elect the following retiring Directors: a. Mr. Chak Ka Wai as an executive Director b. Mr. Choi Sheung Jeffrey as an independent non-executive Director c. Mr. Lam Yau Lun as an independent non-executive Director		
3.	To authorise the board of Directors (the "Board") to fix the Directors' remuneration for the year ending 31 March 2018.		
4.	To re-appoint PricewaterhouseCoopers as the independent auditor of the Company and to authorise the Board to fix its remuneration.		
5.	To grant a general mandate to the Directors to allot, issue or otherwise deal with additional shares of the Company (the "Shares") not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.*		
6.	To grant a general mandate to the Directors to repurchase the Shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.*		
7.	Conditional on the passing of Resolutions 5 and 6 above, to extend the general mandate granted to the Directors to issue Shares by the number of Shares repurchased.*		

\* For the full text of the proposed resolutions, please refer to the notice convening the AGM contained in the Company's circular dated 5 June 2017

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017. Signature(s) <sup>note 5</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out "the Chairman of the annual general meeting (the "Meeting") of the Company, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. In case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) of the Meeting and vote in its stead. A proxy need not be a member of the Company.
- This form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in this form proposes to vote, and in default this form of proxy shall not be treated as valid.
- Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- Completion and delivery of the form of proxy will not preclude a member from attending and voting of the Meeting if he/she/it so wish.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the share registrar and transfer office, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited by post.

\* For identification purpose only