

SEASON PACIFIC HOLDINGS LIMITED

雲裳衣控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1709)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE CONVENED ON 9 SEPTEMBER 2019

Unless otherwise defined herein, terms used in this form have the same meanings as in the circular of Season Pacific Holdings Limited dated 16 August 2019 (the "Circular") which this form is enclosed to.

I/We, _____ (Note 1)

of _____ (Note 1),

being the registered holder(s) of _____ (Note 2) Shares of HK\$0.10 each in the capital of Season Pacific Holdings Limited ("Company") HEREBY APPOINT the chairman of the EGM or _____ (Note 3)

of _____ (Note 3)

as my/our proxy to attend and act for me/us and on my/our behalf at the EGM to 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. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the EGM and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the EGM in such manner as he/she thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll. (Note 4)

ORDINARY RESOLUTION	FOR	AGAINST
(a) To approve 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; and (b) authorise any one of the directors of the Company (the "Directors") 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.		

* For the full text of the proposed resolution, please refer to the notice convening the EGM contained in the Company's circular dated 16 August 2019

Signature^(Note 5): _____

Date: _____

Notes:

Attention: Before you appoint persons as your proxy to attend the Meeting, please read the circular of the Company dated 16 August, 2019.

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint registered holders should be stated. A member entitled to attend and vote at the extraordinary general meeting is entitled to appoint not more than two proxies to attend and, on poll, vote instead of him. A proxy need not be a member of the Company.
- Please insert the number of Shares registered in your name(s). 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 of the EGM is preferred, strike out the words "the chairman of the EGM" here inserted and insert meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: If you wish to vote for of the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against".** If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion.
- This form or proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy must be deposited, together with the power of attorney or other authority, if any, under which it is signed or notarially certified copy thereof, at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM. If this form or proxy is not lodged, it may be handed to the chairman of the EGM at the EGM. Completion and return of this form of proxy will not preclude the member from attending the EGM and voting in person, if he so wishes. In the event that a member having lodged this form or proxy attends the EGM, his form of proxy will be deemed to have been revoked.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority will be determined by order in which the names stand in the Register of Members of the Company in respect of the relevant joint holding.
- Any resolution at the Meeting will be taken by poll. On a poll, every member present in person or by proxy shall be entitled to one vote for each share of the Company registered in his name. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so taken.
- Any alteration made to this form should be initialed by the person who signs the form.
- All references to date and time herein refer to Hong Kong date and time.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements 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 the Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- Your Personal Data will not be transferred to other third parties (other than the Share Registrar of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our 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 should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited, 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.

* For identification purpose only