

# 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 HELD ON 2 MARCH 2020

Unless otherwise defined herein, terms used in this form have the same meanings as in the circular of Season Pacific Holdings Limited dated 13 February 2020 (the "Circular") which this form is enclosed to.

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ Shares of HK\$0.01 each in the capital of  
Season Pacific Holdings Limited (the "Company") HEREBY APPOINT <sup>3</sup> the chairman of the EGM or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote 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, 2 March 2020 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the special resolution 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 resolution 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.

SPECIAL RESOLUTION <sup>4</sup>	FOR <sup>5</sup>	AGAINST <sup>5</sup>
To approve that subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from "Season Pacific Holdings Limited" to "DL Holdings Group Limited" and the Chinese name of "德林控股集團有限公司" be adopted as the dual foreign name of the Company with effect from the date of entry of the new English name and dual foreign name on the register maintained by the Registrar of Companies in the Cayman Islands, and that any one director of the Company be and is hereby authorised to do all things and acts and sign all documents including under common seal of the Company where applicable and attend to any necessary registration and filing for and on behalf of the Company as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the aforesaid change of Company name.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020 Signature(s)<sup>6</sup>: \_\_\_\_\_

#### Notes:

- 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 EGM is entitled to appoint not more than two proxies to attend and, on poll, vote instead of him/her/it. 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 registered in your name(s).
- If any proxy other than the chairman of the EGM is preferred, delete the words "the chairman of the EGM or" and insert the name and address of the proxy desired in the space provided. Any alternation made to this form of proxy must be initialled by the person who signs it.
- The full text of the Resolution is set out in the notice of the EGM.
- 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 this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- The form of 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 the case of joint holders, the vote of the senior who renders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. For this purpose, 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 holding.
- 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/she/it so wishes. In the event that a member having lodged this form or proxy attends the EGM, his/her/its form of proxy will be deemed to have been revoked. The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- Any resolution at the EGM 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/her/its name. The result of such poll shall be deemed to be the resolution of the EGM at which the poll was so taken.
- 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 so do 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