

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 29 September 2015 (the “**Prospectus**”) of Season Pacific Holdings Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

Season Pacific Holdings Limited

雲裳衣控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

**Number of Placing Shares : 250,000,000 Shares comprising 150,000,000
New Shares and 100,000,000 Sale Shares**
**Placing Price : Not more than HK\$0.25 per Placing Share
and expected to be not less than HK\$0.15
per Placing Share, plus brokerage of 1%,
SFC transaction levy of 0.0027% and Stock
Exchange trading fee of 0.005% (payable
in full on application in Hong Kong dollars
and subject to refund)**
Nominal value : HK\$0.01 each
Stock code : 8127

Sole Sponsor



Guotai Junan Capital Limited

Sole Bookrunner



Guotai Junan Securities (Hong Kong) Limited

Joint Lead Managers



Guotai Junan Securities (Hong Kong) Limited



Infast Brokerage Limited
進滙證券有限公司

* For identification purpose only

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance are available, for information purpose only, at the offices of Guotai Junan Securities (Hong Kong) Limited at 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. during business days from 29 September 2015 up to and including 6 October 2015.

Pursuant to the Underwriting Agreement, the Company is offering 150,000,000 New Shares for subscription and the Selling Shareholder is offering 100,000,000 Sale Shares for purchase by way of the Placing at the Placing Price, in aggregate representing 25% of the issued share capital of the Company immediately after the Capitalisation Issue and completion of the Placing, on and subject to the terms and conditions set out in the Underwriting Agreement and the Prospectus.

Application has been made to the Listing Division of the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued as described in the Prospectus, including the Placing, the Capitalisation Issue and any Shares which may fall to be issued upon the exercise of any options that may be granted under the Share Option Scheme. Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on 7 October 2015.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the underwriting agreement. The Placing is conditional upon the fulfillment of the conditions set forth under the paragraph headed "Conditions of the Placing" in the section headed "Structure and Conditions of the Placing" in the Prospectus. The Placing Shares are fully underwritten by the underwriters pursuant to the underwriting agreement. Prospective investors of the Placing Shares should note that the Joint Lead Managers are entitled, in their absolute discretion, to terminate its obligations under the Underwriting Agreement by notice in writing to the Company, upon the occurrence of any of the events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the conditions of the Placing as mentioned therein are not fulfilled or waived on or before such dates and times, the Placing will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and our Company's website at www.seasonpacific.com on the next Business Day following such lapse.

Subject to the granting by the Listing Division of the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from the Listing Date or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price is not more than HK\$0.25 per Placing Share and expected to be not less than HK\$0.15 per Placing Share. Share certificates for the Placing Shares only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be 7 October 2015. The Company will not issue any temporary document of title. No receipt will be issued for the subscription monies received in respect of the Placing Shares.

The announcement of the level of indications of interest in the Placing and the basis of allocations of the Placing Shares will be published on the website of the Stock Exchange at www.hkex.com.hk and the Company's website at www.seasonpacific.com on or before 6 October 2015.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on 7 October 2015. Shares will be traded in board lots of 20,000 Shares each. The GEM stock code for the Shares is 8127.

By order of the Board
Season Pacific Holdings Limited
Cheung Lui
Chairman, Chief Executive Officer & Executive Director

Hong Kong, 29 September 2015

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the GEM website at <http://www.hkgem.com> and in this case of this announcement, on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.seasonpacific.com.