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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Season Pacific Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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: 1709)**

### **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings at those defined in the section headed “Definitions” of this circular.

A notice convening 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. is set out on pages 6 to 7 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.seasonpacific.com](http://www.seasonpacific.com)). Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

\* *For identification purposes only*

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## DEFINITIONS

*In this circular, the following expressions have the following meanings, unless the context otherwise requires:*

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Season Pacific Holdings Limited” to “DL Holdings Group Limited” and the adoption of the Chinese name “德林控股集團有限公司” as the dual foreign name of the Company, to replace the existing Chinese name of the Company, “雲裳衣控股有限公司”, which is currently for identification purposes only
“Company”	Season Pacific Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on the main board of the Stock Exchange (Stock Code: 1709)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Change of Company Name
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

**LETTER FROM THE BOARD**

**SEASON PACIFIC HOLDINGS LIMITED**

**雲裳衣控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1709)**

*Executive Directors:*

Mr. Cheung Lui (*Chairman*)  
Ms. Jiang Xinrong

*Non-executive Directors:*

Ms. Chin Ying Ying  
Mr. Li Ren

*Independent non-executive Directors:*

Mr. Chang Eric Jackson  
Mr. Choi Sheung Jeffrey  
Ms. Luk Huen Ling Claire

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111, Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

5/F, AIA Financial Centre  
112 King Fuk Street  
San Po Kong  
Kowloon  
Hong Kong

13 February 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 20 January 2020. The purpose of this circular is to provide you with, among other matters, further details regarding the Change of Company Name and to give you notice of the EGM at which a special resolution will be proposed to consider and, if thought fit, to approve the Change of Company Name.

**PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Season Pacific Holdings Limited” to “DL Holdings Group Limited”, and to adopt and register the Chinese name of “德林控股集團有限公司” as the dual foreign name of the Company, to replace the existing Chinese name of the Company, “雲裳衣控股有限公司”, which is currently for identification purposes only.

\* *For identification purposes only*

## **LETTER FROM THE BOARD**

### **Conditions of the Change of Company Name**

The Change of Company Name is subject to the following conditions:

- (i) the passing of the necessary special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name of the Company on the register of companies in place of the current English name, and adopts the Chinese dual foreign name of the Company, respectively, and issues a Certificate of Incorporation on Change of Name. Upon the Proposed Change of Company Name taking effect, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

### **Reason for the Change of Company Name**

While maintaining its principal business in sales of apparel products with the provision of supply chain management total solutions to customers, the Group commenced its new business in providing financial advisory services, securities research, referral and brokerage services, and margin financing services, as well as the money lending business, in November 2019. In light of the above, the Board considers that the Proposed Change of Company Name will better reflect the diversity of the current businesses of the Group and the direction of future development of the Company. The Board believes that the Proposed Change of Company Name is in the best interest of the Company and the Shareholders as a whole.

### **Effect of the Change of Company Name**

The Change of Company Name, once approved and after becoming effective, will not affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Change of Company Name becoming effective, continue to be valid evidence of legal title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, no arrangement will be made for the free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, all new share certificates of the Company will only be issued in the new name of the Company. Further, subject to the Change of Company Name becoming effective, the Company also intends to change its English and Chinese stock short name for trading in the Shares in the Stock Exchange. The stock code of the Company will remain as “1709”.

Further announcement(s) will be made by the Company in relation to the results of the EGM, the effective date of the Change of Company Name and the new stock short name for trading in the Shares as and when appropriate.

## **LETTER FROM THE BOARD**

### **EXTRAORDINARY GENERAL MEETING**

The notice of the EGM is set out on pages 6 to 7 of this circular. At the EGM, a special resolution will be proposed to approve the Change of Company Name. In compliance with the Listing Rules, the special resolution will be voted by way of poll and the results of the EGM will be published after the EGM.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.seasonpacific.com](http://www.seasonpacific.com)). Whether or not you are able to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members will be closed from Wednesday, 26 February 2020 to Monday, 2 March 2020, both days inclusive, during which no transfer of shares can be registered. In order to qualify to attend the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Tuesday, 25 February 2020.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

## LETTER FROM THE BOARD

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM and on the Change of Company Name.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the Change of Company Name is in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the special resolution as set out in the notice of the EGM on pages 6 to 7 of this circular.

By order of the Board  
**Season Pacific Holdings Limited**

**Cheung Lui**

*Chairman, Chief Executive Officer & Executive Director*

**NOTICE OF EGM**

**SEASON PACIFIC HOLDINGS LIMITED**

**雲裳衣控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1709)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Season Pacific Holdings Limited (the “Company”) will 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. for the purposes of considering and, if thought fit, passing and approving the following resolution with or without amendments as special resolution of the Company:

**SPECIAL RESOLUTION**

“**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.”

By order of the Board  
**Season Pacific Holdings Limited**  
**Cheung Lui**

*Chairman, Chief Executive Officer & Executive Director*

Hong Kong, 13 February 2020

*Registered office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111, Cayman Islands

*Place of business in Hong Kong:*  
5/F, AIA Financial Centre  
112 King Fuk Street  
San Po Kong  
Kowloon  
Hong Kong

\* *For identification purposes only*



## NOTICE OF EGM

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.
5. Completion and return of the form of proxy will not preclude a Shareholder of the Company from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the authority of your proxy shall be deemed to be revoked.
6. For determining the entitlement to attend and vote at the EGM, the register of members will be closed from Wednesday, 26 February 2020 to Monday, 2 March 2020, both days inclusive, during which no transfer of shares can be registered. In order to qualify to attend the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Tuesday, 25 February 2020.
7. The resolution at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
8. A form of proxy for use at the EGM is enclosed.
9. Where there are joint holders of a Share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so presents whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
10. If Typhoon Signal No. 8 or above, or "black" rainstorm warning is in effect any time after 8:00 a.m. and before the above time of EGM, the EGM will be postponed. The Company will post an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.seasonpacific.com](http://www.seasonpacific.com)) to notify shareholders of the date, time and place of the rescheduled meeting.
11. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the executive Directors are Mr. Cheung Lui and Ms. Jiang Xinrong, the non-executive Directors are Ms. Chin Ying Ying and Mr. Li Ren; and the independent non-executive Directors are Mr. Chang Eric Jackson, Mr. Choi Sheung Jeffrey and Ms. Luk Huen Ling Claire.*