

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Hypebeast Limited (“Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# HYPEBEAST Hypebeast Limited

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

(Stock Code: 08359)

## PROPOSED GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening an annual general meeting (“AGM”) of the Company to be held at 3:00 p.m. on Friday, 22 July 2016 at 35/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong is set out on pages 12 to 16 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and the website of the Company at [hypebeast.xyz](http://hypebeast.xyz).

30 June 2016

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“2016 Annual Report”	the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 March 2016;
“AGM”	the annual general meeting of the Company for the year ended 31 March 2016 to be held at 3:00 p.m. on Friday, 22 July 2016 at 35/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong, a notice of which is set out on pages 12 to 16 of this circular;
“Articles of Association”	the articles of association of the Company as amended or supplemented from time to time;
“associates”	has the meaning ascribed to it in the GEM Listing Rules;
“Board”	the board of Directors;
“close associate(s)”	core connected person(s);
“Commission”	Securities and Futures Commission of Hong Kong;
“Company”	Hypebeast Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM;
“Controlling Shareholder(s)”	the controlling shareholder(s) (having the meaning ascribed to it in the GEM Listing Rules) of our Company, namely, Mr. Ma Pak Wing Kevin and CORE Capital Group Limited;
“core connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules;
“Director(s)”	the directors of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time;
“Group”	the Company and its Subsidiaries;

## DEFINITIONS

“HKD”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general mandate to allot, issue and deal with additional Shares not exceeding 20% of the number of Shares in issue as at the date of passing of the resolution approving the Issue Mandate plus the number of Shares purchased under the Repurchase Mandate, if granted;
“Latest Practicable Date”	24 June 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Main Board”	the Main Board of the Stock Exchange;
“Memorandum of Association”	the memorandum of association of the Company as amended or supplemented from time to time;
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued Shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate;
“SFO”	Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	share(s) of nominal value of HKD 0.01 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere; and
“Takeovers Code”	The Code on Takeovers and Mergers.

# HYPEBEAST

## Hypebeast Limited

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 08359)

*Executive Directors:*

Mr. Ma Pak Wing Kevin (*Chairman*)  
Ms. Lee Yuen Tung Janice

*Independent non-executive Directors:*

Ms. Kwan Shin Luen Susanna  
Ms. Poon Lai King  
Mr. Wong Kai Chi

*Registered office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office, headquarters and  
principal place of business:*

12/E, 10-16 Kwai Ting Road  
Kwai Chung  
Hong Kong

30 June 2016

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF DIRECTORS**

#### **INTRODUCTION**

The purpose of this circular is to provide you with the relevant information regarding the proposed renewal of the general mandates to issue and allot Shares, to repurchase Shares and the re-election of retiring Directors, and to give you notice of the AGM at which ordinary resolutions will be proposed to consider, and if thought fit, approve at the AGM the aforesaid matters.

#### **ISSUE MANDATE**

An ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprises 2,000,000,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue

## LETTER FROM THE BOARD

Mandate, the maximum numbers of shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 400,000,000 Shares, representing 20% of the issued share capital of the Company.

The Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by any ordinary resolution of the shareholders in general meeting.

Subject to the passing of the ordinary resolution regarding the Repurchase Mandate, an ordinary resolution will also be proposed to authorise the Director to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the aforesaid ordinary resolutions are set out in ordinary resolutions nos. 6 and 8 in the notice of the AGM.

### REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate to repurchase Shares on the GEM or on any other exchange on which the Shares have been or may be listed and recognised for this purpose by the Commission and the Stock Exchange up to a maximum of 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate. The Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required pursuant to the Articles of Association or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting. As at the Latest Practicable Date, the issued share capital of the Company comprises 2,000,000,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum numbers of shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution approving the Issue Mandate will be 200,000,000 Shares, representing 10% of the issued share capital of the Company.

Pursuant to the GEM Listing Rules, an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix I.

Details of the aforesaid ordinary resolution are set out in ordinary resolution no. 7 in the notice of the AGM.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

Pursuant to article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Pursuant to article 84(2) of the Articles of Association, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Pursuant to article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance the above provisions of the Articles of Association, Mr. Ma Pak Wing Kevin will retire by rotation, Ms. Lee Yuen Tung Janice, Ms. Kwan Shin Luen Susanna, Ms. Poon Lai King and Mr. Wong Kai Chi will retire by virtue of article 83(3) of the Articles of Association, and being eligible, offer themselves for re- election at the AGM. Pursuant to rule 17.46A of the GEM Listing Rules, the Company shall disclose the details required under rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new Director in the notice or accompanying circular, if such re-election or appointment is subject to Shareholders' approval at the relevant general meeting. The requisite details of the retiring Directors who are proposed to be re-elected are set out in Appendix II to this circular.

### AGM AND PROXY ARRANGEMENT

The notice convening the AGM, which contains, inter alia, the ordinary resolutions will be proposed to approve the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and re-election of retiring Directors, is set out on pages 12 to 16 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return



## LETTER FROM THE BOARD

the same to the Company's share registrar in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll.

### RESPONSIBILITY STATEMENT

This circular, 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, 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.

### RECOMMENDATION

The Directors consider that the ordinary resolutions for granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors as set out in the AGM notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

By order of the Board  
**Ma Pak Wing Kevin**  
*Chairman and Executive Director*

*This Appendix I is an explanatory statement required by the GEM Listing Rules which serves to provide the Shareholders with the necessary information relating to the resolution to be proposed at the AGM authorising the grant of the Repurchase Mandate.*

## **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 2,000,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or repurchased by the Company before the AGM, could result up to 200,000,000 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

## **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts as contained in the 2016 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing positions which in the opinion of the Directors are from time to time appropriate for the Company.

## **5. GENERAL**

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors and their respective associates has a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company. No connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum of Association and Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No other core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 7. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, each of CORE Capital Group Limited, Ms. Lee Yuen Tung Janice, and Mr. Ma Pak Wing Kevin (collectively the "**Concert Party**") is taken to have an interest under the SFO in the same block of 1,500,000,000 Shares, representing approximately 75.0% of the total number of Shares then in issue.

In the event that the Repurchase Mandate is exercised, the attributable shareholding in which the Concert Party is taken to have an interest under the SFO would be increased to approximately 83.3% of the total number of Shares in issue. Such increase will not give rise to any obligation for the Concert Party to make a general offer for the Shares under rule 26 of the Takeover Code. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued capital of the Company.

## 8. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

**9. SHARE PRICES**

The table below is a summary of the highest and lowest traded prices of the Shares in each of the months from the listing date to the Latest Practicable Date:

<b>Month</b>	<b>Highest (HKD)</b>	<b>Lowest (HKD)</b>
<b>2016</b>		
April (from 11 April 2016)	2.800	0.163
May	0.255	0.170
June (up to the Latest Practicable Date)	0.202	0.170

*The following are the particulars of the retiring Directors proposed to be re-elected at the AGM.*

#### EXECUTIVE DIRECTORS

**Mr. Ma Pak Wing Kevin (馬柏榮)**, aged 33, who founded our Group in 2007, was appointed as an executive Director with effect from 25 September 2015. Mr. Ma also acts as our chief executive officer, the chairman of our Board, the chairman of our nomination committee and is a member of our remuneration committee. Mr. Ma is also one of our Controlling Shareholders. Mr. Ma is primarily responsible for the overall management, business direction and development strategies of our Group. Mr. Ma has over 7 years of industry experience in digital media marketing, web business development as well as social media marketing. Mr. Ma was instrumental in developing our relationships with numerous international brands through providing digital media services by our Group. Mr. Ma was also responsible for the establishment of our HBX store in 2012, which has become one of our main businesses. Mr. Ma obtained a bachelor of arts degree with a major in economics and psychology in May 2005 from the University of British Columbia, Canada. Mr. Ma received a number of awards, including the Business of Fashion (BOF500) award for two years consecutively in 2013 and 2014. Mr. Ma is the husband of Ms. Lee.

**Ms. Lee Yuen Tung Janice (李苑彤)**, aged 33, was appointed as an executive Director, with effect from 18 March 2016. Ms. Lee joined our Group as an editor-in-chief on 14 February 2008 and established our Popbee website that targets Asian female millennials. Ms. Lee is responsible for the day-to-day operations of our Popbee website including leading its editorial team and marketing. Ms. Lee has over 7 years of experience in the digital media industry in editing and marketing. Ms. Lee obtained a bachelor of science degree with a major in biochemistry in June 2004 from Simon Fraser University, Canada. Ms. Lee is the wife of Mr. Ma.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Kwan Shin Luen Susanna (關倩鸞)**, aged 48, was appointed as our independent non-executive Director with effect from 18 March 2016. Ms. Kwan is a member of our audit committee and nomination committee. Ms. Kwan served as an independent non-executive director of New Media Group Holdings Limited (currently called Evergrande Health Industry Group Limited) (stock code: 0708), previously a media company, from January 2008 to March 2015; and an independent non-executive director of Emperor Entertainment Hotel Limited (stock code: 0296), an entertainment company, from August 2015. Ms. Kwan currently holds the position of head of legal and compliance at Core Pacific – Yamaichi International (H.K.) Limited, a finance and investment company since October 2015. Previously, Ms. Kwan was the vice president of legal and compliance of AMTD Asset Management Limited, a finance and investment company, from August 2011 to September 2015. Prior to holding in-house positions, Ms. Kwan practiced as a solicitor at a number of law firms. Ms. Kwan also worked as a part-time consultant between January 2008 and February 2010 at Andrew Law & Franki Ho. Previously, Ms. Kwan practiced as a solicitor from January 1993 onward at Ho & Wong for one year and from February 1994 at Alsop Wilkinson for over one year. Ms. Kwan worked as an articled clerk in London between September 1990 and November 1991 and in Hong Kong between January 1992 and January 1993. Ms. Kwan obtained a bachelor of laws degree in August 1989 from the London School of Economics and Political Science of the University of London, United Kingdom. Ms. Kwan was admitted as a solicitor in Hong Kong in 1993 and a solicitor in England and Wales in 1994.

**Ms. Poon Lai King (潘麗琼)**, aged 53, was appointed as our independent non-executive Director with effect from 18 March 2016. Ms. Poon acts as the chairman of our remuneration committee and is a member of our audit committee and nomination committee. Ms. Poon has over 10 years of experience in the publishing and media industry. Since September 2007, Ms. Poon has been the shareholder and director of Joyful Books Company Limited that publishes Chinese books in Hong Kong. Subsequently, Ms. Poon commenced operating a public relations and event management business under the business name, Impact Communications Company, of Joyful Books Company Limited in 2012. Since January 2013, Ms. Poon served as an arts consultant for the Hong Kong Arts Development Council, a statutory body set up by the Government to support the broad development of the arts in Hong Kong. Ms. Poon joined Next Magazine Publishing Limited in January 2000 as an editor. Ms. Poon then served as the deputy editor-in-chief initially at East Week, a magazine published by Sing Tao Management Services Limited, between March 2004 and December 2005; and subsequently at Next Magazine Publishing Limited between December 2005 and September 2006. Ms. Poon obtained a bachelor of arts degree in November 1985 and a master of arts degree in November 1991 from the University of Hong Kong.

**Mr. Wong Kai Chi (黃啟智)**, aged 44, was appointed as our independent non-executive director with effect from 18 March 2016. Mr. Wong is also the chairman of our audit committee and a member of our remuneration committee. Since August 2014, Mr. Wong worked for the finance department of Bloomberg L.P., an information technology data services company and is responsible for accounting and finance matters. Mr. Wong has over 15 years of experience in finance and accounting professional field, during which he has advanced to a Fellow Certified Practising Accountant (Australia) since March 2015. Prior to joining our Group, he was a financial analyst in GE Consumer & Industrial, a subsidiary of General Electric Company (“GEC”) which is a listed company on the New York Stock Exchange, being responsible for accounting, budgeting and financial analysis from August 1998 to June 2004; an assistant vice president, financial planning and analysis of GE Capital (Hong Kong) Limited, a former unit of GEC, from September 2004 to July 2005 and then a vice-president, financial controllership and accounting of the same company from August 2005 till April 2007; the Head of Finance and Operations (Asia Pacific) of Key Equipment Finance Asia Limited, a US national commercial bank from May 2007 to December 2009, and the finance manager of Wells Fargo Bank, Hong Kong branch, from December 2009 to November 2013, which acquired Wachovia Bank in 2008, being responsible for all accounting and finance matters of the Asia Pacific region. Wells Fargo Bank is a subsidiary of Wells Fargo & Company which is a listed company on the New York Stock Exchange. Mr. Wong obtained a Bachelor of Commerce degree in July 1996 from Monash University, Australia. Subsequently, he obtained a Master of Business Administration degree in August 2005 from Deakin University, Australia through distance learning.

Mr. Wong is also a director of Eternal Life Music Charity Foundation Limited, a chairman of Hong Kong Girl Guides New Territories Region Association and a director of Hong Kong R&D Centre for Logistics and Supply Chain Management Enabling Technologies since 2015.

# HYPEBEAST

## Hypebeast Limited

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 08359)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Hypebeast Limited (“Company”) will be held at 3:00 p.m. on Friday, 22 July 2016 at 35/F, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong (or an adjournment thereof) for the following purposes:

1. To receive and consider the audited consolidated financial statements, report of the directors and independent auditor’s report of the Company for the year ended 31 March 2016;
- 2a. To re-elect Mr. Ma Pak Wing Kevin as an executive director of the Company;
- 2b. To re-elect Ms. Lee Yuen Tung Janice as an executive director of the Company;
- 3a. To re-elect Ms. Kwan Shin Luen Susanna as an independent non-executive Director of the Company;
- 3b. To re-elect Ms. Poon Lai King as an independent non-executive director of the Company;
- 3c. To re-elect Mr. Wong Kai Chi as an independent non-executive director of the Company;
4. To authorised the board of directors of the Company to fix the remuneration of directors;
5. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;
6. To consider as special business and, if thought fit, pass the following resolutions with or without modification, as an ordinary resolution of the Company:

“THAT

- (a) subject to paragraph 6(c) below, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to

## NOTICE OF AGM

allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph 6(a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph 6(a) above, otherwise than by way of:
  - (i) a Rights Issue (as defined below); or
  - (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees and/or consultants of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (d) for the purpose of this resolution:
  - (i) **“Relevant Period”** means the period from the passing of this resolution until whenever is the earliest of:
    - I. the conclusion of the next annual general meeting of the Company;
    - II. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or



## NOTICE OF AGM

- III. the revocation or variation of the authority given under this resolution by any ordinary resolution of the shareholders in general meeting.
- (ii) **“Rights Issue”** means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”
7. To consider as special business and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

**“THAT**

- (a) subject to paragraph 7(b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares in the share capital of the Company on the Growth Enterprise Market of the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Future Commission of Hong Kong, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph 7(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

## NOTICE OF AGM

- (c) for the purpose of this resolution, “**Relevant Period**” shall have the same meaning as defined in paragraph 6(d)(i) above.”
8. To consider as special business and, if thought fit, pass the following resolution with or without modification, as an ordinary resolution of the Company:

“**THAT** conditional upon resolutions nos. 6 and 7 set out herein being passed, the general mandate granted to the Directors and for the time being in force to exercise the power of the Company to allot, issue or otherwise deal with additional shares pursuant to resolution no. 6 set out herein be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of shares repurchased by the Company under the authority granted pursuant to resolution no. 7 set out herein, provided that such amount shall not exceed 10% of the aggregate nominal value of the issued capital of the Company as at the date of passing of this resolution.”

By order of the Board  
**Ma Pak Wing Kevin**  
*Chairman and Executive Director*

Hong Kong, 30 June 2016

*As at the date of this notice, the executive directors of the Company are Mr. Ma Pak Wing Kevin and Ms. Lee Yuen Tung Janice; and independent non-executive directors of the Company are Ms. Kwan Shin Luen Susanna, Ms. Poon Lai King and Mr. Wong Kai Chi.*

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited, all the resolutions are to be voted by poll at the AGM.
2. A member entitled to attend and vote at the AGM is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of such power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In case of joint holders of a share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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6. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 20 July 2016 to Friday, 22 July 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Service Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 19 July 2016.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at [hypebeast.xyz](http://hypebeast.xyz) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.