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# **HYPEBEAST**

## **Hypebeast Limited**

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

**(Stock Code: 08359)**

### **REVISED NOTICE OF ANNUAL GENERAL MEETING**

**REVISED NOTICE IS HEREBY GIVEN** that an annual general meeting (“**AGM**”) of Hypebeast Limited (“**Company**”) will be held at 3:00 p.m. on Friday, 5 August 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 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 total number of issued shares of the Company 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
    - 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 total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (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 total number of issued shares 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, 6 July 2016

*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 revised form of proxy published on 6 July 2016 (the “**Revised 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. A member of the Company who has not yet deposited the form of proxy sent together with the original circular dated 30 June 2016 (the “**Original Form of Proxy**”) in accordance with the instructions printed thereon is requested to deposit the Revised Form of Proxy if he or she wishes to appoint proxies to attend the meeting on his or her behalf. In this case, the Original Form of Proxy should not be deposited.
5. A member of the Company who has already deposited the Original Form of Proxy in accordance with the instructions printed thereon should note that:
  - (i) If no Revised Form of Proxy is deposited in accordance with the instructions printed hereon, the Original Form of Proxy will be treated as a valid form of proxy deposited by the member if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the member or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM.
  - (ii) If the Revised Form of Proxy is deposited in accordance with the instructions printed hereon at or before 3:00 p.m. on Wednesday, 3 August 2016, the Revised Form of Proxy will be treated as a valid form of proxy deposited by the member of the Company if duly completed.
  - (iii) If the Revised Form of Proxy is deposited less than 48 hours before the time fixed for the AGM or any adjournment thereof, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously deposited by the member. The Original Form of Proxy will be treated as a valid form of proxy if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the member or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM.
6. Completion and return of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof and in such event, the Original Form of Proxy and/or the Revised Form of Proxy shall be deemed to be revoked.
7. 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.
8. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 3 August 2016 to Friday, 5 August 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, 2 August 2016.
9. 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.

*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.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM”) the 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 notice 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 notice misleading.*

*This notice will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of its publication and on the website of the Company at [hypebeast.xyz](http://hypebeast.xyz).*