

**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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Stream Ideas Group Limited** (the “Company”), you should at once hand this circular, together 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.

---

**Stream Ideas Group Limited**

**源想集團有限公司**

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

**(Stock code: 8401)**

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED RE-APPOINTMENT OF AUDITORS;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

---

The notice convening the Annual General Meeting of the Company to be held at 8/F, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 14 September 2023 at 10:00 a.m. is set out in this circular.

Please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 12 September 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.stream-ideas.com](http://www.stream-ideas.com)). This circular will remain on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of posting and on the website of the Company at [www.stream-ideas.com](http://www.stream-ideas.com).

14 August 2023

**CHARACTERISTICS OF GEM OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**GEM has been positioned as a market designed to accommodate small and mid-sized 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.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Re-election of Directors .....	3
3. Proposed Granting of General Mandates to Repurchase and Issue Shares .....	4
4. Re-Appointment of Auditors .....	5
5. Annual General Meeting and Proxy Arrangement .....	5
6. Closure of Register of Members .....	5
7. Recommendation .....	6
<b>Appendix I — Details of the Directors Proposed to be                     Re-elected at the Annual General Meeting</b> .....	7
<b>Appendix II — Explanatory Statement on the Share Repurchase Mandate</b> .....	11
<b>Notice of Annual General Meeting</b> .....	15

## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 8/F, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 14 September 2023 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Stream Ideas Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, and in the context of this circular, means collectively JAG United, Ms. Cheung Lee, Mr. Law Ka Kin and Mr. Lee Wing Leung Garlos
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“JAG United”	JAG United Company Limited (源想投資有限公司), a company incorporated in the British Virgin Islands with limited liability on 21 February 2017 and a Controlling Shareholder of our Company
“Latest Practicable Date”	8 August 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company currently in force

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary share capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution no. 8 of the notice of the Annual General Meeting as set out on pages 16 to 17 of this circular
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution no. 7 of the notice of the Annual General Meeting as set out on pages 15 to 16 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholders”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

**LETTER FROM THE BOARD**

**Stream Ideas Group Limited**

**源想集團有限公司**

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

**(Stock code: 8401)**

*Executive Directors:*

Ms. Cheung Lee  
Mr. Lee Wing Leung Garlos  
Mr. Leung Wai Lun  
Ms. Choi Sin Yi

*Registered Office:*

Maples Corporate Services Limited  
PO Box 309  
Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

*Independent Non-executive Directors:*

Mr. Kwan Chi Hong  
Mr. Fenn David  
Mr. Ho Ho Tung Armen

*Head Office and Principal Place of*

*Business in Hong Kong:*  
Unit 402A, 4/F Benson Tower  
74 Hung To Road Kwun Tong  
Hong Kong

14 August 2023

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
(2) PROPOSED RE-ELECTION OF DIRECTORS  
(3) PROPOSED RE-APPOINTMENT OF AUDITORS  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 14 September 2023.

**2. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 16.18 of the Articles of Association, Mr. Lee Wing Leung Garlos and Mr. Ho Ho Tung Armen shall retire by rotation at the Annual General Meeting and being eligible, offer themselves for re-election at the Annual General Meeting.

In accordance with Article 6.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director to fill a casual vacancy. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

## LETTER FROM THE BOARD

Ms. Choi Sin Yi was appointed by the Board as an executive Director on 8 August 2023. Ms. Choi shall retire at the Annual General Meeting, and being eligible, offer herself for re-election at the Annual General Meeting.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer 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 to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. Details of the above Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES**

At the annual general meeting of the Company held on 8 September 2022, ordinary resolutions were passed by the Shareholders to give a general mandate to the Directors to repurchase and to issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution no. 7 of the notice of the Annual General Meeting as set out on pages 15 to 16 of this circular (i.e. a total of 20,000,000 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting);
- (b) the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution no. 8 of the notice of the Annual General Meeting as set out on pages 16 to 17 of this circular (i.e. a total of 40,000,000 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting); and
- (c) extension of the Share Issue Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

## **LETTER FROM THE BOARD**

### **4. RE-APPOINTMENT OF AUDITORS**

The financial statements of the Group for the year ended 31 March 2023 were audited by KPMG whose term of office will expire upon the conclusion of the Annual General Meeting. The Board proposed to re-appoint KPMG as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular. Pursuant to the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and 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.stream-ideas.com](http://www.stream-ideas.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 12 September 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **6. CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 11 September 2023 to Thursday, 14 September 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 September 2023.



## LETTER FROM THE BOARD

### 7. RECOMMENDATION

The Directors consider that the proposed granting of the Share Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the proposed re-election of retiring Directors and the proposed re-appointment of auditors 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 Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Stream Ideas Group Limited**  
**Lee Wing Leung Garlos**  
*Executive Director*

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

- (1) **Mr. Lee Wing Leung Garlos (Garlos Lee, 李永亮)**, aged 39, co-founded our Group in May 2010 and was appointed as our general manager since April 2014 and appointed as executive Director on 18 August 2017. He is responsible for the overall management of our Group, overseeing all operations including sales, marketing, client services, human resources and finance of our Group. From April 2015 to mid-February 2017, Mr. Garlos Lee only took the role of decision making and participated in the overall strategic development on a part-time basis, with no involvement in the day-to-day operations of our Group. Since 15 February 2017, he has been working for the Group on a full-time basis and become responsible for our Group's business operations in the Southeast Asia region. Mr. Garlos Lee has over 10 years of working experience in the marketing and advertising industry.

Prior to joining our Group, Mr. Garlos Lee has worked at Johnson & Johnson (Hong Kong) Limited, an international consumer products, pharmaceuticals and medical devices brand in Hong Kong from August 2006 to May 2010 with the last position as a brand manager.

Mr. Garlos Lee obtained his bachelor of commerce degree with honours from The University of British Columbia in May 2006.

Mr. Garlos Lee has entered into a service agreement with the Company for an initial term of three years commencing on 28 March 2018 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term, unless terminated by not less than three months' prior written notice or otherwise in accordance with the service agreement. The service agreement was renewed on 28 March 2023 for a term of one year. He is also subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles of Association. The annual salary of Mr. Garlos Lee is approximately HK\$1,690,000 which was determined with reference to his duties and responsibilities and the prevailing market conditions and practice. The basic monthly salary payable by the Company is subject to annual review by the remuneration committee of the Company and decided by the Board. He will be entitled to a discretionary bonus and a performance bonus as may be determined by the Board of the Company from time to time by reference to the financial performance of the Company as well as the individual performance.

Mr. Garlos Lee beneficially owns 33.33% of the issued share capital of JAG United, whilst JAG United holds 100,280,000 shares of the Company, representing approximately 50.14% of the total issued share capital of the Company. He is deemed to be interested in the Shares held by JAG United.

Save as disclosed above, and as far as the Directors are aware, as at the Latest Practicable Date, Mr. Garlos Lee was not interested or deemed to be interested in any Shares or underlying Shares of the Company or of its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Garlos Lee does not hold any other positions of the Group nor has he held any directorships in other listed public companies in the three years prior to the Latest Practicable Date. Mr. Garlos Lee does not have any relationship with other Directors, senior management, substantial or Controlling Shareholders.

There is no information which is disclosable nor is Mr. Garlos Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters concerning Mr. Garlos Lee that need to be brought to the attention of the Shareholders.

- (2) **Ms. Choi Sin Yi (蔡倩宜)**, aged 33, was appointed as an executive Director on 8 August 2023. Ms. Choi joined the Group in June 2012 and has over 11 years of working experiences in the online advertising industry. Ms. Choi was a social media marketing executive at JAG Ideas Company Limited (“**JAG Hong Kong**”), a wholly-owned subsidiary of the Company, from June 2012 to September 2015, and was promoted to an advertising manager at JAG Hong Kong since October 2015, and was further promoted to a senior advertising manager at JAG Hong Kong since October 2018, mainly responsible for the management of the Hong Kong sales team.

Ms. Choi graduated with a bachelor degree in business administration from Hong Kong Baptist University in November 2012.

Ms. Choi has entered into a service agreement with the Company for an initial term of three years commencing on 8 August 2023 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term, unless terminated by not less than three months’ prior written notice or otherwise in accordance with the service agreement. She is also subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles of Association. Ms. Choi is entitled to an annual director’s fee of HK\$18,000 and an annual salary of HK\$429,600 as a senior advertising manager of JAG Hong Kong, totaling HK\$447,600 per annum which was determined with reference to her duties and responsibilities and the current prevailing market conditions. The director’s fee and salary payable by the Company is subject to annual review by the remuneration committee of the Company. She will be entitled to a discretionary bonus and a performance bonus as may be determined by the Board from time to time by reference to the financial performance of the Company as well as the individual performance.

As at the Latest Practicable Date, Ms. Choi was not interested or deemed to be interested in any Shares or underlying Shares of the Company or of its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Choi does not hold any other positions of the Group nor has she held any directorships in other listed public companies in the three years prior to the Latest Practicable Date. Ms. Choi does not have any relationship with other Directors, senior management, substantial or Controlling Shareholders.

Save as disclosed above, there is no other matter concerning Ms. Choi that needs to be brought to the attention of the Shareholders nor is Ms. Choi involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

- (3) **Mr. Ho Ho Tung Armen (何浩東)**, aged 47, was appointed as our independent non-executive Director on 7 March 2018. He is responsible for supervising, providing independent advice to our Board, serving as chairman of the audit committee and member of each of remuneration and nomination committee for our Group.

Mr. Ho received an MBA degree from the University of Chicago Booth School of Business, Master of Science degree in financial economics from University of London and Bachelor of Arts (Honours) degree in accountancy from City University of Hong Kong. He is currently a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Ho has been an independent non-executive director of Diwang Industrial Holdings Limited (formerly known as Sunlight Technology Holdings Limited (stock code: 1950)) since the company's listing in March 2020. He is also the chief financial officer and company secretary of Tianyun International Holdings Limited (stock code: 6836) since February 2015. Prior to that, Mr. Ho was the chief financial officer of Tuenbo Group Limited and held various senior positions in Wisdom Asset Management Limited, Hermes Capital Limited and Evolution Group Limited (now known as Investec Group) specialised in asset management, private equity, and corporate finance. Mr. Ho also worked for PricewaterhouseCoopers Hong Kong, KPMG UK and Grant Thornton Corporate Finance UK from 1998 to 2006 specialising in audit, advisory and corporate finance.

Mr. Ho has entered into a letter of appointment with the Company dated 7 March 2018 under which he was appointed as independent non-executive Director of the Company for a term of three years commencing on 28 March 2018 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term unless terminated by not less than one month's prior written notice or otherwise in accordance with the letter of appointment. The letter of appointment was renewed on 28 March 2023 for a term of one year. Mr. Ho, in his capacity as an independent non-executive Director of the

Company, is entitled to receive an aggregate amount of HK\$120,000 per annum according to the letter of appointment, which was determined with reference to his duties in the Company.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Ho was not interested or deemed to be interested in any Shares or underlying Shares of the Company or of its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Ho does not hold any other positions of the Group nor has he held any directorships in other listed public companies in the three years prior to the Latest Practicable Date. Mr. Ho does not have any relationship with other Directors, senior management, substantial or Controlling Shareholders.

Save as disclosed above, there is no other matter concerning Mr. Ho that needs to be brought to the attention of the Shareholders nor is Mr. Ho involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

*The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 200,000,000 Shares.

Subject to the passing of the ordinary resolution no. 7 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, i.e. being 200,000,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 20,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or 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 SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE REPURCHASE**

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2023) in the event that the Share Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange from 1 June 2022 up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
June 2022	0.67	0.54
July 2022	0.54	0.47
August 2022	0.54	0.435
September 2022	0.52	0.445
October 2022	0.47	0.25
November 2022	0.72	0.285
December 2022	0.425	0.305
January 2023	0.385	0.215
February 2023	0.43	0.28
March 2023	0.295	0.27
April 2023	0.285	0.228
May 2023	0.26	0.20
June 2023	0.29	0.203
July 2023	0.22	0.21
August 2023 ( <i>up to the Latest Practicable Date</i> )	0.217	0.217

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

If as a result of the repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, 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 interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Controlling Shareholders held interests in the Shares as follows:

Name of Shareholder	Capacity/Nature of interest	Number of shares held	Approximate percentage of issued share capital	Approximate percentage of shareholding if the Share Repurchase Mandate is exercised in full
Ms. Cheung Lee <sup>1</sup>	Interest of a controlled corporation; interest held jointly with another person	100,280,000	50.14%	55.71%
Mr. Szeto Man Wa <sup>2</sup>	Interest of spouse	100,280,000	50.14%	55.71%
Mr. Law Ka Kin <sup>1</sup>	Interest of a controlled corporation; interest held jointly with another person	100,280,000	50.14%	55.71%
Ms. Leung Kwok Mei <sup>3</sup>	Interest of spouse	100,280,000	50.14%	55.71%
Mr. Lee Wing Leung Garlos <sup>1</sup>	Interest of a controlled corporation; interest held jointly with another person	100,280,000	50.14%	55.71%
Ms. Ng Ka Po <sup>4</sup>	Interest of spouse	100,280,000	50.14%	55.71%
JAG United <sup>1</sup>	Beneficial interest	100,280,000	50.14%	55.71%

*Notes:*

- Ms. Cheung Lee, Mr. Law Ka Kin and Mr. Lee Wing Leung Garlos beneficially owns 33.33%, 33.33% and 33.33% of the issued share capital of JAG United respectively. By virtue of the SFO, each of Ms. Cheung Lee, Mr. Law Ka Kin and Mr. Lee Wing Leung Garlos is deemed to be interested in such Shares held by JAG United.
- Mr. Szeto Man Wa is the spouse of Ms. Cheung Lee. By virtue of the SFO, Mr. Szeto Man Wa is deemed to be interested in the same number of Shares in which Ms. Cheung Lee is deemed to be interested under the SFO.
- Ms. Leung Kwok Mei is the spouse of Mr. Law Ka Kin. By virtue of the SFO, Ms. Leung Kwok Mei is deemed to be interested in the same number of Shares in which Mr. Law Ka Kin is deemed to be interested under the SFO.



4. Ms. Ng Ka Po is the spouse of Mr. Lee Wing Leung Garlos. By virtue of the SFO, Ms. Ng Ka Po is deemed to be interested in the same number of Shares in which Mr. Lee Wing Leung Garlos is deemed to be interested under the SFO.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate (if the shareholdings of the above shareholders and the capital structure of the Company otherwise remain the same), the aggregate shareholding of the above shareholders would be increased to approximately 55.71% of the issued share capital of the Company, as shown in the last column of the above table. Such increase in shareholding would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors do not propose or intend to repurchase shares which could result in the aggregate number of Shares held by the public being reduced to less than 25% of the total issued Shares.

#### **8. SHARE REPURCHASED BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

## NOTICE OF ANNUAL GENERAL MEETING

### Stream Ideas Group Limited

### 源想集團有限公司

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

**(Stock code: 8401)**

Notice is hereby given that the Annual General Meeting of Stream Ideas Group Limited (the “**Company**”) will be held at 8/F, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 14 September 2023 at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors for the year ended 31 March 2023;
2. To re-elect Mr. Lee Wing Leung Garlos as executive director;
3. To re-elect Ms. Choi Sin Yi as executive director;
4. To re-elect Mr. Ho Ho Tung Armen as independent non-executive director;
5. To authorise the board of directors of the Company to fix the remuneration of directors of the Company;
6. To re-appoint KPMG as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

## NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever 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; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the GEM Listing Rules and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

## NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever 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; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions no. 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution no. 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution no. 7 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**Stream Ideas Group Limited**  
**Lee Wing Leung Garlos**  
*Executive Director*

Hong Kong, 14 August 2023

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the GEM Listing Rules and the Company's articles of association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy (who must be an individual) to attend and on a poll, vote instead of him. A proxy need not be a shareholder 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. In order to be valid, the form of proxy together with 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Tuesday, 12 September 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 11 September 2023 to Thursday, 14 September 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 September 2023.