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Global Brands Group Holding Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 787)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Special General Meeting**”) of Global Brands Group Holding Limited (the “**Company**”) will be held at Ground Floor, Hong Kong Spinners Industrial Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on 5 March 2020 at 4:30 p.m. for the following purposes:

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

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the Second Amended and Restated Buying Agency Agreement (dated 21 November 2019 and as defined in the circular of the Company dated 12 December 2019, and a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) and the execution thereof and implementation of all transactions thereunder be and is hereby approved, ratified and confirmed;
- (b) the corresponding annual caps relating to the transactions referred to in paragraph 1(a) above for each of the three years ending 31 March 2021, 31 March 2022 and 31 March 2023 be and are hereby approved, ratified and confirmed; and
- (c) any director of the Company or any other person authorized by the directors of the Company be and is hereby authorised to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with (a) and (b) above.”

By Order of the Board
Global Brands Group Holding Limited
Joyce NG Sau Kuen
Company Secretary

Hong Kong, 12 December 2019

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote on behalf 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.
- (2) 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 or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. The form of proxy is published on the website of the Company at www.globalbrandsgroup.com or HKEXnews at www.hkexnews.hk.
- (3) The record date for determining shareholders' right to attend and vote at the Meeting is Friday, 28 February 2020. Shareholders whose names appear on the Register of Members of the Company on Friday, 28 February 2020 are entitled to attend and vote at the Meeting. In order to qualify for the event, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East Road, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Friday, 28 February 2020.
- (4) Bad weather arrangements:

The Meeting will be held on Thursday, 5 March 2020 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 2:00 p.m. on Thursday, 5 March 2020, the Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same place on Friday, 6 March 2020 at 4:30 p.m. instead. Shareholders may call the hotline at (852) 2300 2787 or visit the website of the Company at www.globalbrandsgroup.com for details of the postponement and alternative meeting arrangements. Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions having regard to their own situation and if they should choose to so do, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises two Non-executive Directors, namely William Fung Kwok Lun (Chairman) and Hau Leung Lee; one Executive Director, namely Richard Nixon Darling (Chief Executive Officer) and five Independent Non-executive Directors, namely Paul Edward Selway-Swift, Stephen Harry Long, Allan Zeman, Audrey Wang Lo and Ann Marie Scichili.