



GLOBAL BRANDS
GROUP

Global Brands Group Holding Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 787)

PROXY FORM

**Form of proxy for use at the Special General Meeting to be held on
Thursday, 5 March 2020 at 4:30 p.m.**

I/We,¹ _____
of _____
being the registered holder(s)² of _____ shares of HK\$0.125 each in the capital of the
above-named Company (the "**Company**"), hereby appoint³ _____
of _____
or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the
Special General Meeting (the "**Meeting**") of the Company to be held at Ground Floor, Hong Kong Spinners Industrial
Building, Phases I & II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on Thursday, 5 March 2020 at 4:30 p.m. and at
any adjournment thereof on the undermentioned resolutions as indicated.

Full text of the following resolution are set out in the notice convening the Meeting dated 12 December 2019 which have
also been incorporated in the circular of the Company dated 12 December 2019 (the "**Circular**"). Unless otherwise stated,
capitalized terms used in this proxy form shall have the same meanings as those defined in the Circular.

ORDINARY RESOLUTION		For ⁴	Against ⁴
1.	To approve the Second Amended and Restated Buying Agency Agreement (as defined and described in the Circular), the transactions contemplated thereunder, and proposed caps relating thereto and associated matters.		

Dated this _____ day of _____ 20 _____ Signature⁵ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) If any proxy other than the Chairman is preferred, delete the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person(s) who signs it.
- (4) Please indicate with an "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolutions or will abstain, at his discretion.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) 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.
- (7) 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. Delivery 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 an event, the instrument appointing a proxy shall be deemed to be revoked.
- (8) In the case of joint holders of shares of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share.
- (9) All resolution at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Company's bye-laws, 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 pursuant to the Listing Rules. 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 Listing Rules.