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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 any other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your Shares in Global Brands Group Holding Limited, you should at once hand this circular, together with the form of proxy enclosed, 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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GLOBAL BRANDS
GROUP

Global Brands Group Holding Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 787)

PROPOSALS FOR GENERAL MANDATE TO BUY BACK SHARES GENERAL MANDATE TO ISSUE SHARES RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 2020 annual general meeting of Global Brands Group Holding Limited (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 30 September 2020 at 11:30 a.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting (or any adjournment thereof) should you so wish.

You are reminded not to take bulky items such as luggage, trolley or large bags to the annual general meeting. In order to provide you with a comfortable and a safe environment, you will be requested to leave all such bulky items at the entrance of the annual general meeting venue before entering.

1 September 2020

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DEFINITIONS

In this circular, unless otherwise indicated in the context, the following expressions have the meanings set out below:

“2019 AGM”	the annual general meeting of the Company held on 12 September 2019
“2020 AGM”	the annual general 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 30 September 2020 at 11:30 a.m., notice of which is set out on pages 13 to 16 of this circular
“Board”	the board of the directors of the Company
“Bye-laws”	the bye-laws of the Company currently in force
“Code on Share Buy-backs”	the Code on Share Buy-backs under the Takeovers Code
“Company”	Global Brands Group Holding Limited, a company incorporated in Bermuda with limited liability and whose Shares are listed on the Stock Exchange
“control”	the power to exercise a controlling influence over the management or policies of a company, unless such power is solely the result of an official position with such company and any person who owns beneficially, either directly or through one or more controlled companies, 30% or more of the voting securities of a company (or such lower amount as may from time to time be specified in the Codes on Takeovers and Mergers approved by the Securities and Futures Commission (as amended from time to time) being the control for triggering a mandatory general offer) shall be deemed to control such company and “is controlled by” and “controlling” shall have the corresponding meanings
“controlling shareholder”, “subsidiary”, “Substantial Shareholder”	each has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Group”	the Company and its subsidiaries, from time to time
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 August 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Notice”	the notice dated 1 September 2020 convening the 2020 AGM as set out on pages 13 to 16 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.125 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as approved by the Securities and Futures Commission of Hong Kong (as amended, supplemented or otherwise modified from time to time)
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

For the purposes of this circular and for illustration only, US\$ is converted into HK\$ at the rate of US\$1 to HK\$7.8 (unless stated otherwise). No representation is made that any amounts in US\$ has been or could be converted at the above rate or at any other rates.

LETTER FROM THE BOARD



Global Brands Group Holding Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 787)

Non-Executive Directors:

William FUNG Kwok Lun (*Chairman*)
Hau Leung LEE

Executive Director:

Richard Nixon DARLING
(*Chief Executive Officer*)

Independent Non-executive Directors:

Paul Edward SELWAY-SWIFT
Stephen Harry LONG
Allan ZEMAN
Audrey WANG LO
Ann Marie SCICHILI

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

9th Floor, LiFung Tower
888 Cheung Sha Wan Road
Kowloon
Hong Kong

1 September 2020

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATE TO BUY BACK SHARES
GENERAL MANDATE TO ISSUE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the 2020 AGM, and information on matters to be dealt with at the 2020 AGM, which include: (i) the grant of general mandate to buy back Shares; (ii) the grant of general mandate to issue Shares; and (iii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO BUY BACK SHARES

At the 2019 AGM, a general and unconditional mandate was given to the Directors to buy back Shares on the Stock Exchange of up to 10% of the number of the issued shares of the Company as at that date. No Shares have been bought back pursuant to such buy-back mandate.

Under the terms of the buy-back mandate and the Listing Rules, such buy-back mandate will lapse at (i) the conclusion of the 2020 AGM; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or Companies Act 1981 of Bermuda (as amended) to be held; or (iii) the revocation by ordinary resolution of Shareholders in general meeting, whichever is the earliest, unless renewed at the 2020 AGM.

The Directors believe that a renewal of such buy-back mandate is in the interest of the Company and the Shareholders as a whole. Accordingly, an ordinary resolution will be proposed at the 2020 AGM which will give the Directors a general and unconditional mandate to exercise the powers of the Company to buy back Shares at any time until the next annual general meeting of the Company following the passing of such resolution or such earlier period as stated in the ordinary resolution up to a maximum of 10% of the number of the issued Share of the Company at the date of passing such resolution (the “**Buy-back Mandate**”).

The explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide Shareholders with all information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Buy-back Mandate is set out in Appendix I to this circular.

The full text of the ordinary resolution to be proposed at the 2020 AGM in relation to the Buy-back Mandate is set out in resolution numbered 4 in the Notice set out on pages 13 to 16 of this circular.

GENERAL MANDATE TO ISSUE SHARES

At the 2019 AGM, a general and unconditional mandate was also given to the Directors to allot, issue and deal with additional shares up to 10% of the number of the issued shares of the Company as at that date. Such general mandate will cease to be effective at the conclusion of the 2020 AGM.

The Directors believe that a renewal of such general mandate to issue Shares is in the interest of the Company and the Shareholders as a whole. The Directors propose to limit the general mandate to issue Shares up to 10% (as opposed to 20% permitted under the Listing Rules) of the total number of issued Shares of the Company as at the date of passing such resolution (the “**Issue Mandate**”).

LETTER FROM THE BOARD

The Issue Mandate is necessary to give the Directors certain flexibility to allot Shares where the Directors believe it is in the interests of Shareholders to do so, in particular pursuant to any capital raising or other strategic needs that may arise from time to time.

The full text of the ordinary resolution to be proposed at the 2020 AGM in relation to the Issue Mandate are set out in resolution numbered 5 in the Notice set out on pages 13 to 16 of this circular.

RE-ELECTION OF DIRECTORS

Process for Nomination of Director

A Director Nomination Policy has been adopted by the Board in November 2018. The Board has the ultimate responsibility for the selection, appointment and re-appointment of Directors. The Nomination Committee is delegated with the duties to, inter alia, review the composition of the Board. When necessary, the Nomination Committee will identify, select and nominate suitable candidates for appointment as new Director(s), and make recommendations on the re-appointment of incumbent Directors in accordance with the said policy.

When recommending any candidate for directorship, the Nomination Committee will consider various factors including, but not limited to, the potential contribution that the candidate can bring to the Board in terms of qualifications, skills and experience, the candidate must have sufficient time available for the proper performance of Director's duties, the candidate should be of high ethical character with reputation for integrity, the candidate will contribute optimally to diversity, and so forth.

The search process for candidates can be undertaken by the Nomination Committee itself, through referral from various sources, or by the Company's advisors and professional search consultants. The Nomination Committee will then develop a short list of potential candidates for the Board to agree on a preferred candidate.

According to Bye-law 84 of the Bye-laws, at each annual general meeting one-third of the Directors shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. 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.

Accordingly, Mr. Stephen Harry Long, Professor Hau Leung Lee and Dr. Allan Zeman will retire by rotation at the 2020 AGM in accordance with Bye-law 84 of the Bye-laws. Mr. Stephen Harry Long and Dr. Allan Zeman, being eligible, will offer themselves for re-election at the 2020 AGM while Professor Hau Leung Lee will retire from the Board with effect from the conclusion of the 2020 AGM.

LETTER FROM THE BOARD

Recommendation of the Nomination Committee

On 29 June 2020, the Nomination Committee, having reviewed the Board's composition, recommended Mr. Stephen Harry Long and Dr. Allan Zeman to the Shareholders for re-election at the 2020 AGM. Mr. Long and Dr. Zeman, who are members of the Nomination Committee, abstained from voting at the Nomination Committee meeting when their own nomination was being considered.

The nominations were made in accordance with the nomination policy and the objective criteria (including without limitation, professional experience, skills and knowledge), and with due regard to the board diversity policy of the Company.

Each of Mr. Long and Dr. Zeman has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has given an annual confirmation of his independence. They are not involved in the daily management of the Company nor in any relationships or circumstances which would interfere with the exercise of their independent judgment. Both of them continue to demonstrate their commitment to their roles with the Company. Moreover, given their different backgrounds and expertise, the Nomination Committee considered that each of them contributes to the diversity of the Board.

Based on the biographical details disclosed to the Company, Dr. Zeman holds seven listed company directorships. Given he has actively participated in the Board meetings and committee meetings, the Nomination Committee considered that he can devote sufficient time and attention to the Board and the Company's affairs to perform his director's duties.

The Nomination Committee had also taken into account the valuable contributions of Mr. Long and Dr. Zeman to the Board and their commitment to their roles and was satisfied that each of them has the required character, integrity and experience to continue fulfilling the role of Director. Thus, the Nomination Committee recommends them to be re-elected.

Details of the Directors who are proposed to be re-elected at the 2020 AGM are set out in Appendix II of this circular.

Under resolution numbered 2, the re-election of Directors will be individually voted on by Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

The Notice is set out on pages 13 to 16 of this circular.

A form of proxy is enclosed with this circular for use at the 2020 AGM. Whether or not you are able to attend the 2020 AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services

LETTER FROM THE BOARD

Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2020 AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2020 AGM (or any adjournment thereof) should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman will therefore demand a poll for every resolution put to the vote of the 2020 AGM. Pursuant to the Bye-law 66(2) of the Bye-laws, a poll is demanded by:

- (i) at least three members present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (ii) any member(s) present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iii) member(s) present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the proposals mentioned in this circular, including the proposals for the grant of the Buy-back Mandate and the Issue Mandate and the re-election of Directors, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all of these resolutions to be proposed at the 2020 AGM.

Yours faithfully,
By Order of the Board
Global Brands Group Holding Limited
William FUNG Kwok Lun
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Buy-back Mandate.

ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares of the Company in issue is 1,028,654,302 Shares. Subject to the passing of resolution numbered 4 approving the Buy-back Mandate as set out in the Notice on pages 13 to 16 of this circular and on the basis that no further Shares are issued or bought back prior to the 2020 AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 102,865,430 Shares until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act 1981 of Bermuda (as amended) to be held; or (iii) the revocation by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

REASONS FOR BUY-BACK

A buy-back of Shares 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 buy-back will be to the benefit of the Company and the Shareholders as a whole.

FUNDING OF BUY-BACK

The Directors propose that buy-back of Shares under the Buy-back Mandate will be financed from the Company's distributable profits or proceeds of a new issue of Shares made for such purpose. In buying-back Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and the Bye-laws and the laws of Bermuda.

It is envisaged that a buy-back of Shares pursuant to the Buy-back Mandate (including buy-back of the maximum number of Shares under such mandate effected in full at any time during the period of the mandate) may have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the financial year ended 31 March 2020 but the Directors do not intend to make buy-backs pursuant to the Buy-back Mandate to such an extent.

DISCLOSURE OF INTERESTS

None of the Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any of their close associates (as defined in Rule 1.01 of the Listing Rules) has a present intention, in the event that the proposed Buy-back Mandate is approved by Shareholders, to sell Shares to the Company.

No core connected persons (as defined in Rule 1.01 of the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any Shares to the Company in the event that the Buy-back Mandate is exercised.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to buy back pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

SHARE PRICE

The highest and lowest prices at which Shares were traded on the Stock Exchange in each of the twelve months prior to the Latest Practicable Date were as follows:

	Share prices (per Share)	
	Highest (HK\$)	Lowest (HK\$)
2019		
August	0.620	0.475
September	0.710	0.485
October	0.640	0.530
November	0.650	0.530
December	0.710	0.550
2020		
January	0.680	0.460
February	0.500	0.390
March	0.425	0.191
April	0.215	0.192
May	0.325	0.200
June	0.285	0.202
July	0.270	0.214
August (up to the Latest Practicable Date)	0.242	0.218

TAKEOVERS CODE

If as a result of a share buy-back, 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. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the

Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, King Lun Holdings Limited (“**King Lun**”) is interested indirectly in approximately 30.99% of the total number of Shares of the Company in issue and is one of the substantial shareholders of the Company. Based on the said interests of King Lun in the total number of Shares of the Company in issue as at the Latest Practicable Date, in the event that the Directors exercise in full the power to buy back Shares of the Company in accordance with the terms of the resolution to be proposed at the 2020 AGM, the interests of King Lun (direct and indirect) in the total number of Shares of the Company in issue will be increased from approximately 30.99% to approximately 34.43% and they would be obliged to make a mandatory general offer under Rule 26 of the Takeovers Code as a result of such increase. The Directors have no intention to exercise the Buy-back Mandate to such extent that would give rise to an obligation on the part of King Lun to make a mandatory general offer under Rule 26 of the Takeovers Code.

SHARE BUY-BACK MADE BY THE COMPANY

No buy-back has been made by the Company of its Shares (on the Stock Exchange or otherwise) in the six months prior to the date of this circular.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are details of Mr. Stephen Harry Long and Dr. Allan Zeman who will retire at the 2020 AGM in accordance with the Bye-laws and being eligible, offer themselves for re-election.

Save as disclosed below, there is no other matter that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in respect of the following Directors who stand for re-election at the 2020 AGM.

Stephen Harry Long, aged 77, has been an Independent Non-executive Director of the Company from listing in July 2014. He is responsible for giving independent strategic advice and guidance to the Group. Mr. Long is the President and Chief Executive Officer of SHL Global Advisors LLC, an investment and advisory firm which he founded in 2007 and a founding partner of Ansera Capital Partners, a private investment firm. He is also a director of Gold Group Enterprises, Inc. in the United States and Moving Media Group, Inc. in Canada. Formerly, he was a Trustee Emeritus of the Asia Society (New York) and a trustee of the Japan Society (New York). Mr. Long previously worked for Citigroup for more than 35 years, including President and the Chief Operating Officer of Citigroup International, and Chief Executive Officer of Corporate and Investment Banking of Citigroup in Asia. He previously served on numerous boards including Citibank N.A., Nikko Cordial Corporation in Japan, Citibank (China) Co., Ltd. and Shanghai Pudong Development Bank in China.

Under the service contract between the Company and Mr. Long, he is appointed for a term of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. The director's fees under the service contract is HK\$300,000 (approximately US\$38,500) per annum, and additional annual fees of HK\$200,000 (approximately US\$25,600) and HK\$50,000 (approximately US\$6,400) as chairman of Audit Committee and member of Nomination Committee respectively. The director's fees of the Company is reviewed by the Board with reference to the duties and responsibilities of the Directors of Company and the market benchmark.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Long does not have any interest in the Shares of the Company.

Save as disclosed above, Mr. Long has not held any other directorship in other listed public companies in the last three years, nor does he have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. He has given an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board considers him to be independent and believes that he should be re-elected because of his experience and contribution to the Board.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Allan Zeman, aged 72, has been an Independent Non-executive Director of the Company from listing in July 2014. He is responsible for giving independent strategic advice and guidance to the Group. Dr. Zeman is the Chairman of Lan Kwai Fong Group, a major property owner and developer in Lan Kwai Fong, one of Hong Kong's popular tourist attractions and entertainment districts. He is Non-executive Chairman and an independent non-executive director of Wynn Macau, Limited, which is listed on the Stock Exchange. He is also a non-executive director of Pacific Century Premium Developments Limited, and an independent non-executive director of each of Fosun Tourism Group, Sino Land Company Limited, Television Broadcasts Limited and Tsim Sha Tsui Properties Limited, which are all listed on the Stock Exchange. Dr. Zeman currently serves as a Board member of the Airport Authority Hong Kong, the Hong Kong Entrepreneurs Fund Limited of Alibaba Group Holding Limited and the "Star" Ferry Company, Limited. He is also a member of the General Committee of the Hong Kong General Chamber of Commerce, the Council of Governors of the Canadian Chamber of Commerce in Hong Kong and a member of the Asian Advisory Board of the Richard Ivey School of Business, The University of Western Ontario. Formerly, he was the Chairman of Colby International Limited until 2000 when Colby was acquired by Li & Fung Limited, Chairman of Hong Kong Ocean Park until June 2014 and a Member of the Board of West Kowloon Cultural District Authority until 2016. Currently, he serves as the Chairman of the Commercial Letting Panel of West Kowloon Cultural District Authority. Dr. Zeman was awarded an Honorary Doctorate of Laws degree from the University of Western Ontario, Canada in 2004. He was also conferred Degrees of Doctor of Business Administration, *honoris causa*, by City University of Hong Kong and The Hong Kong University of Science and Technology in 2012, and by The Open University of Hong Kong in 2019.

Under the service contract between the Company and Dr. Zeman, he is appointed for a term of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. The director's fee under the service contract is HK\$300,000 per annum (approximately US\$38,500), and additional annual fees of HK\$100,000 (approximately US\$12,800) and HK\$50,000 (approximately US\$6,400) as member of Audit Committee and Nomination Committee respectively. The director's fees of the Company is reviewed by the Board with reference to the duties and responsibilities of the Directors of Company and the market benchmark.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Dr. Zeman does not have any interest in the Shares of the Company.

Save as disclosed above, Dr. Zeman has not held any other directorship in other listed public companies in the last three years, nor does he have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. He has given an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board considers him to be independent and believes that he should be re-elected because of his experience and contribution to the Board.

NOTICE OF ANNUAL GENERAL MEETING



GLOBAL BRANDS
GROUP

Global Brands Group Holding Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 787)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual 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 Wednesday, 30 September 2020 at 11:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor for the financial year ended 31 March 2020;
2. To re-elect the following directors:
 - (a) Mr. Stephen Harry Long; and
 - (b) Dr. Allan Zeman;
3. To re-appoint PricewaterhouseCoopers as auditor and authorise the board of directors to fix their remuneration;

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

GENERAL MANDATE TO BUY-BACK SHARES

4. “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to purchase shares of the Company be generally and unconditionally approved;
 - (b) the total number of issued shares of the Company which may be bought back on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs pursuant to the approval in

NOTICE OF ANNUAL GENERAL MEETING

paragraph (a) above shall not exceed 10 per cent of the total number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 Companies Act 1981 of Bermuda (as amended) to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting”;

GENERAL MANDATE TO ISSUE SHARES

5. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers 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 be generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of options granted under any share option scheme adopted by the Company; (iii) the granting or vesting of any share award pursuant to any share award scheme or other incentive scheme adopted by the Company or (iv) any scrip dividend 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 Bye-laws of the Company, shall not exceed the aggregate of 10 per cent

NOTICE OF ANNUAL GENERAL MEETING

of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 Companies Act 1981 of Bermuda (as amended) to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of ordinary shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

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

Hong Kong, 1 September 2020

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the Annual General 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.
- (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 Annual General 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.

NOTICE OF ANNUAL GENERAL MEETING

(3) The record date for determining shareholders' right to attend and vote at the Annual General Meeting is Thursday, 24 September 2020. Shareholders whose names appear on the Register of Members of the Company on Thursday, 24 September 2020 are entitled to attend and vote at the Annual General 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 Thursday, 24 September 2020.

(4) Bad weather arrangements:

The Meeting will be held on Wednesday, 30 September 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 9:00 a.m. on Wednesday, 30 September 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 Monday, 5 October 2020 at 11:30 a.m. instead.