
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 your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Cabbeen Fashion Limited**, you should at once hand this circular together with the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Cabbeen

Cabbeen Fashion Limited

卡賓服飾有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2030)

(1) PROPOSED DECLARATION OF FINAL DIVIDEND
(2) PROPOSED GRANT OF THE REPURCHASE MANDATE
AND THE ISSUE MANDATE
(3) RE-ELECTION OF RETIRING DIRECTORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of Cabbeen Fashion Limited (“Company”) to be held at Unit A, 26/F, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong on April 4, 2022 at 3:00 p.m. is set out on pages 17 to 21 of this circular. Resolutions will be proposed at the AGM to consider and, if thought fit, to approve, among other matters, the declaration of a final dividend, the grant of the Repurchase Mandate and Issue Mandate and the re-election of the retiring Directors.

A proxy form is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed on such form to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment of such meeting. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM in person or any adjourned meeting, as the case may be, should you so desire.

SPECIAL ARRANGEMENTS FOR THE AGM

To safeguard the health and safety of the Shareholders, staff and stakeholders from the risk of infection of COVID-19, the Company decided to implement certain precautionary and control measures at the AGM against the pandemic, including the number of attendees will be limited to the minimum number of persons present as is legally required to form a quorate meeting by Directors or other staff members who are Shareholders or proxies. **No other Shareholders shall attend the AGM in person.** Any other person who attempts to attend the AGM in person will not be permitted entry to the meeting under the government’s new gathering restrictions. Shareholders may, however, view and participate in the AGM through a live webcast of the AGM. Please refer to the section “Special Arrangements for the AGM” of this circular for details.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

CONTENTS

	<i>Page</i>
Definitions	1
Special Arrangements for the AGM.....	4
Letter from the Board.....	5
Appendix I — Explanatory statement for the Repurchase Mandate.....	10
Appendix II — Particulars of Directors to be re-elected at the AGM	14
Notice of AGM.....	17

DEFINITIONS

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

“2021 Annual Report”	the annual report of the Company for the financial year ended December 31, 2021
“AGM”	the annual general meeting of the Company to be convened and held at Unit A, 26/F, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong on April 4, 2022 at 3:00 p.m. or any adjournment, the notice of which is set out on pages 17 to 21 of this circular
“AGM Notice”	a notice dated March 4, 2022 convening the AGM as set out on pages 17 to 21 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Cabbeen Fashion Limited (卡賓服飾有限公司), an exempted company incorporated with limited liability under the laws of the Cayman Islands on November 3, 2011, the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited (Stock Code: 2030)
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the same meaning ascribed thereto in the Listing Rules and unless the context requires otherwise, refers to Acute Result Holdings Limited, Ascend Fame Limited, Prime Ascend Limited and their respective beneficial shareholder, Mr. Ziming Yang, a Director
“Director(s)”	the director(s) of the Company
“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 PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue and deal with new Shares during the period as set out in Ordinary Resolution 8 of the AGM Notice of not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution approving the same
“Latest Practicable Date”	February 24, 2022, 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 of Hong Kong Limited
“Memorandum”	the memorandum of association of the Company
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular , excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme conditionally approved and adopted by the Company pursuant to a resolution passed by the Shareholders on October 8, 2013 as disclosed in the Prospectus
“Prospectus”	the prospectus of the Company dated October 16, 2013
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase the fully paid up Shares during the period as set out in Ordinary Resolution 7 of the AGM Notice of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of that resolution
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on October 8, 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers in Hong Kong
“%”	per cent

SPECIAL ARRANGEMENTS FOR THE AGM

Due to the enhanced social distancing and anti-epidemic measures implemented by the Hong Kong Government in view of the COVID-19 as well as the uncertainty of the development of COVID-19 and the corresponding restriction measures, to safeguard the health and safety of the Shareholders, staff and stakeholders from the risk of infection of COVID-19, the Company decided to implement the following precautionary and control measures at the AGM against the pandemic:

- (a) the number of attendees will be limited to the minimum number of persons present as is legally required to form a quorate meeting by Directors or other staff members who are Shareholders or proxies. **No other Shareholders shall attend the AGM in person. Any other person who attempts to attend the AGM in person will not be permitted entry to the meeting under the government's new gathering restrictions;** and
- (b) Shareholders may, however, view and participate in the AGM through a live webcast of the AGM which can be accessed by going to <https://voovmeeting.com/dm/iP6yi4R5qSOk> on a computer, tablet or any browser enabled device. Please follow the instructions on the landing page on how to access the webcast. You will be able to access the live webcast at the start of the AGM until its conclusion.

The Company wishes to advise all Shareholders that in-person attendance at the AGM is not necessary for the purpose of exercising voting rights. For the sake of Shareholders' health and safety, **the Company strongly recommends that Shareholders exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolution(s) instead of attending the AGM in person. This may be arranged by completing and returning the proxy form attached to this circular in accordance with the instructions printed on such form by the time specified.**

The AGM is an important opportunity for the Company to communicate with its Shareholders. Your participation in the AGM continues to be important. If you would like to submit a question on the business of the AGM or has any matter for putting to the Board, please send your questions to ir@cabbeen.com. You can also submit questions during the AGM through the webcast link provided. The Board will arrange for as many of the questions asked to be answered as possible at the AGM.

Shareholders are encouraged to send their questions in advance by email in order to facilitate smooth and effective answering of questions at the AGM.

We are closely monitoring the development and impact of COVID-19 in Hong Kong and may implement further changes and precautionary measures. Should any changes be made to the AGM arrangements, we will notify Shareholders via an announcement posted on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.ir.cabbeen.com.

LETTER FROM THE BOARD

Cabbeen

Cabbeen Fashion Limited

卡賓服飾有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2030)

Executive Directors:

Mr. Ziming Yang (Chairman)
Mr. Siu Keung Ng
Mr. Rongqin Ke

Independent Non-executive Directors:

Mr. Yung Kwok Tsui
Mr. Honghui Chen
Mr. Ming Shu Leung

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in the PRC:*

9th Floor, Block C
No. 8 Kai Tai Da Road
Huang Pu District
Guangzhou 510700
PRC

Principal place of business in Hong Kong:

Unit A&B, 26/F
Billion Plaza II
10 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

March 4, 2022

Dear Shareholders,

- (1) PROPOSED DECLARATION OF FINAL DIVIDEND**
(2) PROPOSED GRANT OF THE REPURCHASE MANDATE
AND THE ISSUE MANDATE
(3) RE-ELECTION OF RETIRING DIRECTORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

At the AGM, resolutions will be proposed for the Shareholders to approve, among other matters, (i) the declaration of a final dividend for the year ended December 31, 2021; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the grant of the Issue Mandate to the Directors and the extension of the Issue Mandate as set out in the AGM Notice; and (iv) the re-election of retiring Directors, Mr. Rongqin Ke and Mr. Yung Kwok Tsui.

DECLARATION OF FINAL DIVIDEND

As disclosed in the announcement of the Company dated February 21, 2022, the Board recommended the payment of a final dividend of HK3.4 cents (equivalents to approximately RMB2.77 cents) per Share for the year ended December 31, 2021 (the “**Final Dividend**”). The recommended Final Dividend of HK3.4 cents per Share is subject to approval by the Shareholders at the AGM.

Subject to approval by the Shareholders at the AGM, the Final Dividend will be paid on or about April 25, 2022 to the Shareholders whose names appear on the register of members of the Company on Monday, April 11, 2022. The register of members will be closed on Monday, April 11, 2022 for the purpose of determining shareholders who qualify for the proposed Final Dividend. In order to qualify for the proposed Final Dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, April 8, 2022.

REPURCHASE MANDATE

Pursuant to an ordinary resolution of the Shareholders passed on March 23, 2021, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. Ordinary Resolution 7 will be proposed at the AGM to grant the Repurchase Mandate to the Directors. As at the Latest Practicable Date, the Company has an issued share capital of HK\$6,685,930 divided into 668,593,000 Shares with par value of HK\$0.01 each. Subject to the passing of Ordinary Resolution 7 approving the Repurchase Mandate and on the basis that none of the outstanding share options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme is exercised and no further Shares will be allotted or issued by the Company prior to the AGM, exercise of the Repurchase Mandate in full would result in up to a maximum of 66,859,300 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$668,593, being repurchased by the Company. An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate in order to provide flexibility and discretion to the Directors to exercise the power of the Company to issue new Shares. As at the Latest Practicable Date, the Company has an issued share capital of HK\$6,685,930 divided into 668,593,000 Shares with par value of HK\$0.01 each. Subject to the passing of Ordinary Resolution 8 approving the Issue Mandate and on the basis that no further Shares will be issued or allotted by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 133,718,600 Shares, representing 20% of the total number of Shares in issue and a share capital of HK\$1,337,186, being issued by the Company. The Issue Mandate will lapse on the earlier of (i) the conclusion of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or (iii) the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, Ordinary Resolution 9 will also be proposed to extend the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

As at the date of this circular, the executive Directors were Mr. Ziming Yang, Mr. Siu Keung Ng and Mr. Rongqin Ke, and the independent non-executive Directors were Mr. Yung Kwok Tsui, Mr. Honghui Chen and Mr. Ming Shu Leung.

Pursuant to Article 84(1) of the Articles, Mr. Rongqin Ke and Mr. Yung Kwok Tsui shall retire from office at the AGM. Mr. Rongqin Ke and Mr. Yung Kwok Tsui, being eligible for re-election, will offer themselves for re-election at the AGM.

During the tenure of office, Mr. Yung Kwok Tsui has performed as independent non-executive Directors to the satisfaction of the Board. The Board is of the opinion that Mr. Tsui maintains his independence even if he has served the Board for more than nine years, and believes that his valuable knowledge and experience continue to generate significant contribution to the Board, the Company and the Shareholders as a whole.

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

AGM

A notice convening the AGM to be held at Unit A, 26/F, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong on April 4, 2022 at 3:00 p.m., is set out on pages 17 to 21 of this circular.

LETTER FROM THE BOARD

ACTIONS TO BE TAKEN

A proxy form for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed on such form and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting. Such proxy form for use at the AGM is also published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.ir.cabbeen.com. Completion and return of the proxy form will not preclude you from attending and voting at the AGM in person or any adjourned meeting, as the case may be, should you so desire.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll except where, the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Pursuant to article 66 of the Articles, all resolutions put to the vote at the AGM will be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

At the AGM, resolutions will be proposed for the Shareholders to approve, among other matters, (i) the declaration of the Final Dividend; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the grant of the Issue Mandate to the Directors and the extension of the Issue Mandate as set out in the AGM Notice; and (iv) the re-election of retiring Directors, Mr. Rongqin Ke and Mr. Yung Kwok Tsui.

The Directors consider that (i) the declaration of the Final Dividend; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the grant of the Issue Mandate to the Directors and the extension of the Issue Mandate as set out in the AGM Notice; and (iv) the re-election of the retiring Directors, Mr. Rongqin Ke and Mr. Yung Kwok Tsui, are in the interests of the Company and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of the corresponding resolutions to be proposed at the AGM respectively.

LETTER FROM THE BOARD

GENERAL

In case of any discrepancies between the Chinese and English versions of this circular, the English version shall prevail.

Yours faithfully,
For and on behalf of
Cabbeen Fashion Limited
Ziming Yang
Chairman

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 668,593,000 Shares in issue or an issued share capital of HK\$6,685,930.

Subject to the passing of the proposed Ordinary Resolution 7 approving the Repurchase Mandate and on the basis that none of the outstanding share options is exercised and no further Shares is issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 66,859,300 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$668,593 being repurchased by the Company. The Repurchase Mandate will lapse during the period ending on the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the date by which the next annual general meeting of the Company is required to be held by law or the Articles; or
- (iii) the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

REASONS FOR REPURCHASE

Although the Directors have no present intention of exercising the Repurchase Mandate, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders as a whole. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase the Shares will be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time and thereby resulting in an increase in net assets and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from internal resources of the Company.

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum, the Articles and the applicable laws of the Cayman Islands. Under the laws of the Cayman Islands, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any

premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of the profits or share premium account of the Company, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of the capital of the Company.

The exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company, as compared with the position disclosed in the latest published audited consolidated financial statements of the Group contained in the 2021 Annual Report.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company, as compared with the position disclosed in the latest published audited consolidated financial statements of the Group contained in the 2021 Annual Report, which in the opinion of the Directors are from time to time appropriate for the Company. The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the then pertaining circumstances.

SHARE PRICES

The highest and lowest prices, to the nearest cents, at which the Shares have been traded on the Stock Exchange during each of the twelve months up to the Latest Practicable Date, were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
March	2.89	2.32
April	2.83	2.37
May	3.30	2.59
June	3.42	3.05
July	4.10	3.29
August	4.32	2.89
September	4.06	2.85
October	3.38	2.74
November	3.46	3.00
December	3.18	2.68
2022		
January	3.09	2.65
February (up to and including the Latest Practicable Date)	3.01	2.62

Disclosure of interests

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)).

No connected person has notified the Company that he or she has a present intention to sell any Shares to the Company nor has undertaken not to sell any of the Shares held by him or her to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

Takeovers Code

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the Controlling Shareholders, namely, Acute Result Holdings Limited, Ascend Fame Limited, Prime Ascend Limited and their respective beneficial shareholder, Mr. Ziming Yang, were entitled to exercise or control the exercise of the voting right attached to 458,999,209 Shares in aggregate, representing approximately 68.65% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the Repurchase Mandate, the percentage of voting right which the Controlling Shareholders would be entitled to exercise or control the exercise of would be increased to approximately 76.28% of the voting right attached to all Shares then in issue and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

Public Float

The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be less than 25% (or such or prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital would be in public hands. The Company will not repurchase Shares if that repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital and the Directors have no present intention to exercise the Repurchase Mandate to the extent that less than 25% of the issued share capital of the Company will be held by the public.

SHARES REPURCHASED BY THE COMPANY

The Company had not purchased any of its Shares, whether on the Stock Exchange or otherwise, during the previous six months proceeding the Latest Practicable Date.

RETIRING DIRECTORS SUBJECT TO RE-ELECTION**Mr. Rongqin Ke**

Mr. Rongqin Ke (柯榕欽), aged 47, is one of the founding members of the Group and has been an executive Director of the Company since 18 February 2013. Mr. Rongqin Ke is primarily responsible for supply chain and financial management. Mr. Ke has over 20 years of experience in various aspects, including manufacturing, product design and research and development and procurement.

Mr. Ke obtained his diploma certificate in business administration from Hunan University of Technology (湖南工業大學) in January 2008. Mr. Ke was accredited as “2011-2012 Top Ten Professional Managers of Apparel Industry in Guangdong Province”* (2011-2012年度廣東省服裝行業十佳職業經理人) in August 2012. He completed the EMBA program at Lingnan College of Sun Yat-Sen University (中山大學嶺南學院) in June 2013.

Length of service

Pursuant to the existing service agreement between Mr. Ke and the Company, the appointment of Mr. Ke is for a period of three years commencing on October 28, 2019.

Relationships with other Directors, senior management, substantial or controlling Shareholders of the Company

Mr. Rongqin Ke is the brother-in-law of Mr. Ziming Yang, who is also our executive Director. Except as disclosed above, Mr. Ke does not have any relationship with any Director, senior management, substantial or controlling Shareholders of the Company.

Interests in shares

As at the Latest Practicable Date, Mr. Ke was interested in 4,550,000 Shares for the purpose of the SFO.

Amount of emoluments

The current emolument payable to Mr. Ke comprises director’s fees of HK\$194,160 per year and other emoluments of RMB135,000 which may, subject to the discretion of the Directors, be reviewed from time to time.

Other information

Mr. Ke has not been a director of any other company listed in Hong Kong or overseas for the last three years. Save as disclosed above, Mr. Ke has no information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Yung Kwok Tsui

During the tenure of office, Mr. Yung Kwok Tsui has performed as independent non-executive Directors to the satisfaction of the Board. The Board is of the opinion that Mr. Tsui maintains his independence even if he has served the Board for more than nine years, and believes that his valuable knowledge and experience continue to generate significant contribution to the Board, the Company and the Shareholders as a whole.

Mr. Yung Kwok Tsui (徐容國), aged 53, is an independent non-executive Director and was appointed to the Board on 18 February 2013. Mr. Tsui has over 20 years of extensive experience in auditing and accounting, including experience from corporations and an international accounting firm. Mr. Tsui joined Ju Teng International Holdings Limited (巨騰國際控股有限公司) (stock code: 3336) in August 2004 and has been the company's executive director and chief financial officer since its listing on the Stock Exchange and served as the company secretary from August 2004 to March 2017.

He has also respectively been an independent non-executive Director of Shenguan Holdings (Group) Limited (神冠控股(集團)有限公司) (stock code: 829) since September 2009 and Intron Technology Holdings Limited (英恒科技控股有限公司) (stock code: 1760) since July 2018, both of which are listed on the Stock Exchange. Mr. Tsui was also an independent non-executive Director of 361 Degrees International Limited (361度國際有限公司) (stock code: 1361) from September 2012 to May 2019 and SITC International Holdings Company Limited (海豐國際控股有限公司) (stock code: 1308) from September 2010 to December 2020.

Mr. Tsui obtained his bachelor's degree of business in accounting from Curtin University of Technology in August 1992 and his master's degree of corporate governance from The Hong Kong Polytechnic University in December 2007. Mr. Tsui has been a member of Hong Kong Institute of Certified Public Accountants since February 1997, a member of Chartered Accountants Australia and New Zealand since June 2000, and a member of CPA Australia since September 1996. He has also been a member of The Hong Kong Institute of Chartered Secretaries since December 2007.

Length of service

Pursuant to the existing service agreement between Mr. Tsui and the Company, the appointment of Mr. Tsui is for a period of three years commencing on October 28, 2019.

Relationship with other Directors, senior management, substantial or controlling Shareholders of the Company

Mr. Tsui does not have any relationship with any Director, senior management, substantial or controlling Shareholders of the Company.

** For identification purposes only*

Interests in shares

As at the Latest Practicable Date, Mr. Tsui was not interested in any Shares for the purposes of the SFO.

Amount of emoluments

The current emolument payable to Mr. Tsui comprises director's fees of HK\$360,000 per year and may, subject to the discretion of the Directors, be reviewed from time to time.

Other information

Save as disclosed above, Mr. Tsui has not been a director of any other company listed in Hong Kong or overseas for the last three years. Save as disclosed above, Mr. Tsui has no information to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF AGM

Cabbeen

Cabbeen Fashion Limited

卡賓服飾有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2030)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Cabbeen Fashion Limited (the “**Company**”) will be held at Unit A, 26/F, Billion Plaza II, 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong on April 4, 2022 at 3:00 p.m. for the following purposes:

As ordinary business

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company (the “**Auditors**”) for the year ended December 31, 2021.
2. To declare a final dividend equivalent to HK3.4 cents per ordinary share of the Company of HK\$0.01 each for the year ended December 31, 2021 to the shareholders whose names appear on the register of members of the Company on April 11, 2022.
3. To re-elect Mr. Rongqin Ke as an executive Director.
4. To re-elect Mr. Yung Kwok Tsui as an independent non-executive Director.
5. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
6. To re-appoint KPMG as the Auditors and to authorise the Board to fix their remuneration.

NOTICE OF AGM

As special business

ORDINARY RESOLUTIONS

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares with par value of HK\$0.01 each in the share capital of the Company subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) or of any other stock exchange as amended from time to time and the manner of any such repurchase be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as defined below) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares of the Company which are authorized to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of 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 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 laws or the articles of association of the Company to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting of the Company.”

NOTICE OF AGM

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as defined below) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited; 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 of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under resolution no. 8 as set out in the notice convening the AGM; and

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

NOTICE OF AGM

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

“**THAT** conditional upon the passing of resolutions nos. 7 and 8 as set out in the notice convening the AGM, the general mandate granted to the Directors pursuant to resolution no. 8 as set out in the notice convening the AGM be and is hereby extended by the addition of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 7 as set out in the notice convening the AGM, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By order of the Board of
Cabbeen Fashion Limited
Ziming Yang
Chairman

Hong Kong, March 4, 2022

Notes:

1. The register of members of the Company will be closed from Wednesday, March 30, 2022 to Monday, April 4, 2022 (both days inclusive) for the purpose of determining shareholders who are entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificate must be lodged with the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, March 29, 2022.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his or her proxy to attend and vote on his or her behalf. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he or she was solely entitled to do so. However, if more than one of such joint holders be present at any meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.

NOTICE OF AGM

4. In order to be valid, a proxy form in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the time fixed for holding the annual general meeting or any adjournment of such meeting.
5. Please refer to Appendix II to the circular of the Company dated March 4, 2022 for the details of the retiring Directors subject to re-election at the AGM.
6. To safeguard the health and safety of the Shareholders, staff and stakeholders from the risk of infection of COVID-19, the following precautionary and control measures will be implemented at the AGM, without limitation:
 - (a) the number of attendees will be limited to the minimum number of persons present as is legally required to form a quorate meeting by Directors or other staff members who are Shareholders or proxies. **No other Shareholders shall attend the AGM in person;** and
 - (b) a live webcast of the AGM at <https://voovmeeting.com/dm/iP6yi4R5qSOk> will be arranged for Shareholders to view and participate in the AGM.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

As at the date of this notice, the executive directors of the Company are Mr. Ziming YANG, Mr. Siu Keung NG and Mr. Rongqin KE; and the independent non-executive directors of the Company are Mr. Yung Kwok TSUI, Mr. Honghui CHEN and Mr. Ming Shu LEUNG.