

---

## 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 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.

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.



### **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 2017 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 12 September 2017 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 22, 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 items such as large bags, cameras, audio recording equipment or video recorders to the annual general meeting. In order to provide you with a comfortable and a safe environment, you may have your bags searched and will be requested to leave all such items at the entrance of the annual general meeting venue before entering.

---

# CONTENTS

---

	<i>Pages</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I - EXPLANATORY STATEMENT</b> .....	7
<b>APPENDIX II - DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION</b> .....	10
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	13

---

## DEFINITIONS

---

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

“2017 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 12 September 2017 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
“Chief Executive Officer”	the chief executive officer of the Company
“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
“connected person”	shall have the same meaning as set out in the Listing Rules
“controlling shareholder”	shall have the same meaning as set out in the Listing Rules
“Director(s)”	the director(s) of the Company
“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”	10 July 2017, 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 and supplemented from time to time)

---

## DEFINITIONS

---

“Notice”	the notice dated 18 July 2017 convening the 2017 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\$0.0125 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	shall have the same meaning as set out in the Listing Rules
“Substantial Shareholder”	shall have the same meaning as set out in the Listing Rules
“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 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

### **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:*

Bruce Philip ROCKOWITZ

*(Chief Executive Officer & Vice Chairman)*

*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

18 July 2017

*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 2017 AGM, and information on matters to be dealt with at the 2017 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 annual general meeting of the Company held on 15 September 2016, 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 Share of the Company as at that date. No Shares have been bought back pursuant to such buy-backs mandate.

Under the terms of the buy-backs mandate and the Listing Rules, such buy-backs mandate will lapse at (i) the conclusion of the 2017 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 2017 AGM.

The Directors believe that a renewal of such buy-backs mandate is in the interest of the Company and the Shareholders as a whole. Accordingly, an ordinary resolution will be proposed at the 2017 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 2017 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 annual general meeting of the Company held on 15 September 2016, 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 Share of the Company as at that date. Such general mandate will cease to be effective at the conclusion of the 2017 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**”).

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 resolutions to be proposed at the 2017 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.

---

## LETTER FROM THE BOARD

---

### RE-ELECTION OF DIRECTORS

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.

Accordingly, Mr Bruce Philip Rockowitz, Mr Stephen Harry Long and Dr Allan Zeman will retire by rotation at the 2017 AGM. They, being eligible, will offer themselves for re-election at the 2017 AGM in accordance with Bye-law 84(1) of the Bye-laws and the terms of appointment.

Mr Stephen Harry Long and Dr Allan Zeman, being the Independent Non-executive Directors eligible for re-election at the 2017 AGM, have met the independence guidelines set out in rule 3.13 of the Listing Rules and have given to the Company the related confirmation of independence. The Board, therefore, considers them to be independent and believes that they should be re-elected, in particular because of their experience, expertise and contribution to the Company.

Details of the Directors who are proposed to be re-elected at the 2017 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 2017 AGM. Whether or not you are able to attend the 2017 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 Limited at Level 22, 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 2017 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 2017 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 2017 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

---

## LETTER FROM THE BOARD

---

- (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 2017 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 8,515,827,657 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 2017 AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 851,582,765 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-backs 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 2017 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\$)
<b>2016</b>		
August	0.82	0.68
September	0.91	0.71
October	0.94	0.79
November	1.21	0.79
December	1.27	0.98
<b>2017</b>		
January	1.13	0.93
February	0.98	0.89
March	0.93	0.82
April	0.96	0.82
May	1.09	0.92
June	1.18	0.79
July (up to the Latest Practicable Date)	0.86	0.82

**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 (directly and indirectly) in approximately 28.13% of the total number of Shares of the Company in issue and is one of the substantial shareholders (as defined in Rule 1.01 of the Listing Rules) 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 2017 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 28.13% to approximately 31.26% 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.

The following are details of Mr Bruce Philip ROCKWITZ, Mr Stephen Harry LONG and Dr Allan ZEMAN, all of whom will retire at the 2017 AGM in accordance with the Bye-laws and being eligible, offer themselves for re-election.

**Bruce Philip ROCKOWITZ**, aged 58, has been the Chief Executive Officer, Vice Chairman and an Executive Director of the Group from listing in July 2014. He is responsible for the overall strategic direction and business operations of the Group. He also holds directorships in certain subsidiaries of the Company. In 2001, Mr Rockowitz joined Li & Fung Limited as Executive Director until June 2014, and he was the President of the Li & Fung Group from 2004 to 2011, and Group President and Chief Executive Officer of the Li & Fung Group from 2011 to June 2014. In 1981, he joined Colby International Limited, and was the Chief Executive Officer until 2000, when Colby was acquired by the Li & Fung Group. He is the Non-Executive Chairman of the Pure Group, a lifestyle, fitness and yoga group operating in Hong Kong, Singapore, Taiwan and mainland China. He has been an independent non-executive director of Wynn Macau, Limited since 2009. Mr Rockowitz is a member of the Advisory Board for the Wharton School's Jay H Baker Retailing Center, an industry research centre for retail at the University of Pennsylvania. He is also a board member of the Educational Foundation for the Fashion Industries, the private fund-raising arm of the Fashion Institute of Technology. He has been a member of the Global Advisory Council of the Women's Tennis Association (WTA) since 2012. In 2008, he was ranked first by Institutional Investor for the Asia's Best CEOs in the consumer category. In the years 2010 and 2011, he was ranked as one of the world's 30 best CEOs by Barron's. In 2011, he received the Alumni Association Achievement Award from the University of Vermont. In 2012 and 2017, he was named Asia's Best CEO at Corporate Governance Asia's Asian Excellence Recognition Awards, and he was also presented with an Asian Corporate Director Recognition Award by the same organization in 2012 and 2013.

Mr Rockowitz entered into a letter of appointment with the Company for no fixed period but his directorship is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr Rockowitz is entitled to an annual director's fee of HK\$300,000 (approximately US\$38,000). His emoluments for the financial year ended 31 March 2017 (including the director's fee) is approximately US\$8,867,000 which is determined with reference to the Company's performance and profitability.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr Rockowitz had personal interest of 48,005,556 Shares and trust/corporate interest of 253,340,780 Shares in the Company, and is taken to be interested in a total of 105,278,537 Shares in respect of share awards granted under the share award schemes of the Company.

Save as disclosed above, Mr Rockowitz 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.

**Stephen Harry LONG**, aged 74, has been an Independent Non-executive Director of the Group 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 an independent director of Citibank China, Co., Ltd. in China, a director of Gold Group Enterprises, Inc. in the United States and Moving Media Group, Inc. in Canada. He was formerly 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 as the 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 and Shanghai Pudong Development Bank in China.

Mr Long entered into a letter of appointment with the Company for a term of approximately 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 and the terms of appointment. He is entitled to an annual director's fee of HK\$300,000 (approximately US\$38,000) and additional annual fees of HK\$200,000 (approximately US\$25,000) and HK\$50,000 (approximately US\$6,000) as chairman of the audit committee and a member of nomination committee respectively. The fee payable to him is determined by the Board with reference to his duties and responsibilities with the 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.

**Allan ZEMAN**, aged 68, has been an Independent Non-executive Director of the Group 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 Vice Chairman and an independent non-executive director of Wynn Macau, Limited, which is listed on the Hong Kong Stock Exchange. He is also an independent non-executive director of each of Pacific Century Premium Development Limited, Sino Land Company Limited, Television Broadcasts Limited and Tsim Sha Tsui Properties Limited, which are all listed on the Hong Kong Stock Exchange. Dr Zeman currently serves as a board member of each 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. He was formerly 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 and an appointed member of the Economic Development Commission of Hong Kong. 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.

---

## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

---

Dr Zeman entered into a letter of appointment with the Company for a term of approximately 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 and the terms of appointment. He is entitled to an annual director's fee of HK\$300,000 (approximately US\$38,000) and additional annual fees of HK\$100,000 (approximately US\$12,000) and HK\$50,000 (approximately US\$6,000) as a member of audit committee and nomination committee respectively. The fee payable to him is determined by the Board with reference to his duties and responsibilities with the 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.

Save as disclosed above, 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 above Directors who stand for re-election at the 2017 AGM.

---

## 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 12 September 2017 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 auditors for the financial year ended 31 March 2017;
2. To re-elect the following directors:
  - (a) Mr Bruce Philip ROCKOWITZ;
  - (b) Mr Stephen Harry LONG; and
  - (c) Dr Allan ZEMAN;
3. To re-appoint PricewaterhouseCoopers as auditors 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 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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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; 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 Bye-laws of the Company, shall not exceed the aggregate of 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
- (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;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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**  
**LAW Cho Wa, Richard**  
*Company Secretary*

Hong Kong, 18 July 2017

*Notes:*

- (1) All resolutions at the Annual General 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.
- (2) 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. 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 or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, 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. 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.
- (4) 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.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (5) The record date for determining shareholders' right to attend and vote at the Annual General Meeting is 6 September 2017. Members whose names appear on the Register of Members of the Company on 6 September 2017 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 22, Hopewell Centre, 183 Queen's Road East Road, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on 6 September 2017.
- (6) A circular containing further details will be sent to all shareholders of the Company together with this notice.

*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 Bruce Philip Rockowitz (Chief Executive Officer & Vice Chairman) and five Independent Non-executive Directors, namely Paul Edward Selway-Swift, Stephen Harry Long, Allan Zeman, Audrey Wang Lo and Ann Marie Scichili.*