

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

If you have sold or transferred all your shares in Hypebeast Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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HYPEBEAST

Hypebeast Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 08359)

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Hypebeast Limited to be held at Fung Shui Room, 6/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 8 August 2018 at 3:00 p.m. is set out on pages 13 to 16 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of GEM of The Stock Exchange of Hong Kong Limited (www.hkgem.com) and the Company (hypebeast.xyz).

Whether or not you are able to attend the meeting, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 3:00 p.m. on Monday, 6 August 2018) or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting if they so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website (www.hkgem.com) for at least 7 days from the date of its publication and the website of the Company (hypebeast.xyz).

References to time and dates in this circular are to Hong Kong time and dates.

29 June 2018

**CHARACTERISTICS OF GEM OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Proposed granting of the Repurchase Mandate, the Issue Mandate and the Extension Mandate	3
3. Proposed re-election of the retiring Directors	4
4. 2018 AGM and proxy arrangement	5
5. Responsibility statement	6
6. Recommendation	6
7. General Information	6
Appendix I — Explanatory statement on the Repurchase Mandate	7
Appendix II — Details of the retiring Directors proposed to be re-elected at the 2018 AGM	10
Notice of the 2018 AGM	13

DEFINITIONS

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

“2018 AGM”	the annual general meeting of the Company to be held at Fung Shui Room, 6/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 8 August 2018 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 16 of this circular;
“Articles of Association”	the articles of association of the Company as amended or supplemented from time to time;
“Board”	the board of Directors;
“Company”	Hypebeast Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM;
“Director(s)”	the directors of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2018 AGM to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate;
“GEM”	GEM operated by the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time;
“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 People’s Republic of China;

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2018 AGM to allot, issue or deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution;
“Latest Practicable Date”	21 June 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Memorandum of Association”	the memorandum of association of the Company as amended or supplemented from time to time;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the 2018 AGM to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong; and
“%”	per cent.

HYPEBEAST

Hypebeast Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 08359)

Executive Directors:

Mr. Ma Pak Wing Kevin

(Chairman and Chief Executive Officer)

Ms. Lee Yuen Tung Janice

Independent Non-executive Directors:

Ms. Poon Lai King

Ms. Kwan Shin Luen Susanna

Mr. Wong Kai Chi

Registered Office:

P.O. Box 10008, Willow House

Cricket Square

Grand Cayman KY1-1001

Cayman Islands

Headquarter and Principal Place of

Business in Hong Kong:

12/F, 10-16 Kwai Ting Road

Kwai Chung

Hong Kong

29 June 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding the resolutions to be proposed at the 2018 AGM for the (i) granting of the Repurchase Mandate, the Issue Mandate and the Extension Mandate to the Directors and (ii) re-election of the retiring Directors, and to give Shareholders a notice of the 2018 AGM.

2. PROPOSED GRANTING OF THE REPURCHASE MANDATE, THE ISSUE MANDATE AND THE EXTENSION MANDATE

At the annual general meeting of the Company held on 8 August 2017, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates, to the extent not used by the date of the 2018 AGM, will lapse at the conclusion of the 2018 AGM.

LETTER FROM THE BOARD

At the 2018 AGM, ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. a total of 200,000,000 Shares on the basis that the existing issued share capital of the Company of 2,000,000,000 Shares remains unchanged as at the date of the 2018 AGM);
- (b) to allot, issue or deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. a total of 400,000,000 Shares on the basis that the existing issued share capital of the Company of 2,000,000,000 Shares remains unchanged as at the date of the 2018 AGM); and
- (c) to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2018 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 6 and 7 of the notice of the 2018 AGM as set out on pages 13 to 16 of this circular.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Pursuant to article 84(2) of the Articles of Association, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. 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. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

LETTER FROM THE BOARD

In accordance with the above provisions, Ms. Lee Yuen Tung Janice and Ms. Kwan Shin Luen Susanna shall retire from office by rotation, and are eligible to offer themselves for re-election at the 2018 AGM. Pursuant to Rule 17.46A of the GEM Listing Rules, the Company shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at the relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix II to this circular.

4. 2018 AGM AND PROXY ARRANGEMENT

The notice convening the 2018 AGM, which contains, inter alia, the ordinary resolutions to be proposed to approve the granting of the Repurchase Mandate, the Issue Mandate and the Extension Mandate and re-election of the retiring Directors, is set out on pages 13 to 16 of this circular.

Pursuant to the GEM Listing Rules, any vote of 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 on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2018 AGM.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A person entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

An announcement on the poll vote results will be published by the Company after the 2018 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the 2018 AGM is enclosed with this circular and such proxy form is also published on the websites of GEM (www.hkgem.com) and the Company (hypebeast.xyz). Whether or not you are able to attend the 2018 AGM, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return the same, together with the power of attorney or authority (if any), to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2018 AGM (i.e. not later than 3:00 p.m. on Monday, 6 August 2018) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2018 AGM or any adjourned meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Directors consider that the ordinary resolutions for granting of the Repurchase Mandate, the Issue Mandate, and the Extension Mandate and the re-election of the retiring Directors as set out in the 2018 AGM notice are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2018 AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory statement on the Repurchase Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the 2018 AGM) to this circular.

Yours faithfully
By order of the Board
Hypebeast Limited
Ma Pak Wing Kevin
Chairman

This Appendix I is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders with the necessary information to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2018 AGM regarding the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the 2018 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the 2018 AGM, the Directors would be authorized under the Repurchase Mandate to repurchase a total number of 200,000,000 Shares, representing 10% of the total number of issued Shares as at the date of the 2018 AGM, during the period in which the Repurchase Mandate remains in force.

2. REASONS FOR REPURCHASES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Such repurchases 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 consider that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the GEM Listing Rules.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts as contained in the annual report of the Company for the year ended 31 March 2018) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing positions which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, 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. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As far as the Directors are aware, as at the Latest Practicable Date, each of CORE Capital Group Limited, Mr. Ma Pak Wing Kevin and Ms. Lee Yuen Tung Janice (collectively the "**Concert Party**") is taken to have an interest under the SFO in 1,489,160,000 Shares, representing approximately 74.46% of the total issued share capital of the Company.

On the basis that (i) the total issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the 2018 AGM and (ii) there is no change in the shareholding of the Concert Party in the Company immediately prior to and after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the attributable shareholding in which the Concert Party is taken to have an interest under the SFO would be increased to approximately 82.73% of the total issued share capital of the Company.

The Directors are not aware of any consequences which may give rise to any obligation to make a mandatory offer under the Takeovers Code. Besides, the Directors do not have any present intention to exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the total issued share capital of the Company.

6. GENERAL

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors and their close associates (as defined in the GEM Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders and exercised, to sell any Shares to the Company.

No core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum of Association and Articles of Association and the applicable laws of the Cayman Islands.

7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. SHARE PRICES

The table below is a summary of the highest and lowest traded prices of the Shares on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date:

MONTH	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2017		
June	0.227	0.176
July	0.209	0.180
August	0.214	0.182
September	0.210	0.188
October	0.285	0.200
November	0.350	0.231
December	0.360	0.248
2018		
January	0.360	0.285
February	0.680	0.260
March	1.010	0.620
April	1.010	0.750
May	1.100	0.750
June (<i>up to the Latest Practicable Date</i>)	1.100	0.550

Pursuant to the GEM Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2018 AGM according to the Articles of Association, are provided below.

(1) Ms. Lee Yuen Tung Janice

Position and experience

Ms. Lee Yuen Tung Janice, aged 35, was appointed as an executive director of the Company on 18 March 2016 and as the compliance officer of the Company with effect from 9 November 2016. Ms. Lee joined the Group as an editor-in-chief on 14 February 2008 and established our Popbee website which targets Asian female millennials. She is responsible for the day-to-day operations of our Popbee website including leading its editorial team and marketing functions. Ms. Lee has over nine years of experience in the digital media industry. She obtained a Bachelor of Science degree with a major in biochemistry in June 2004 from Simon Fraser University, Canada. Ms. Lee is the wife of Mr. Ma Pak Wing Kevin, an executive director of the Company.

Ms. Lee has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of Service

Pursuant to the service agreement entered into between Ms. Lee and the Company, her current term of office is 3 years. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

Save as disclosed in the above paragraph headed "Position and experience", as far as the Directors are aware, Ms. Lee does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Lee has the following interests in the shares of the Company and its associated corporations pursuant to Part XV of the SFO:

- (i) She was deemed to be interested in 1,489,160,000 Shares (representing approximately 74.46% of the issued share capital of the Company) through the interest of spouse; and

- (ii) She was deemed to be interested in the entire issued share capital (being 1 share) of CORE Capital Group Limited, the holding company of the Company, through the interest of spouse.

Save as disclosed above, Ms. Lee was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service agreement entered into between Ms. Lee and the Company, Ms. Lee is entitled to receive a fixed salary of HK\$360,000 per annum and a discretionary bonus as may be determined by the Board. Ms. Lee is also eligible to participate in the Company's share option scheme. The emoluments of Ms. Lee are determined by the Board with reference to her performance, experience, time commitment and responsibilities as well as the prevailing market conditions.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Lee to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Ms. Lee that need to be brought to the attention of the Shareholders.

(2) Ms. Kwan Shin Luen Susanna

Position and experience

Ms. Kwan Shin Luen Susanna, aged 50, was appointed as an independent non-executive director of the Company on 18 March 2016. Ms. Kwan is a member of the Audit Committee and Nomination Committee of the Company. Ms. Kwan has served as an independent non-executive director of Emperor Entertainment Hotel Limited (stock code: 0296) since August 2015. She currently holds the position of head of legal and compliance at a securities, finance and investment company. Ms. Kwan has a legal practice focusing on corporate/commercial and corporate finance matters in Hong Kong for more than 20 years, including mergers & acquisitions, regulatory compliance, public offerings, private placement of securities and open offers, joint ventures and securities related legislation. Ms. Kwan obtained a Bachelor of Laws degree in August 1989 from the London School of Economics and Political Science of the University of London, United Kingdom.

Save as disclosed above, Ms. Kwan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of Service

Pursuant to the letter of appointment issued by the Company to Ms. Kwan, her current term of office is 3 years. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Ms. Kwan does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Kwan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment issued by the Company to Ms. Kwan, Ms. Kwan is entitled to receive a fixed director's fee of HK\$144,000 per annum which is determined by the Board with reference to her time commitment and responsibilities with the Company as well as the prevailing market conditions. Ms. Kwan is also eligible to participate in the Company's share option scheme. However, Ms. Kwan is not eligible to participate in any bonus schemes or other benefits of the kind available to executive Directors.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Kwan to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Ms. Kwan that need to be brought to the attention of the Shareholders.

HYPEBEAST

Hypebeast Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 08359)

NOTICE IS HEREBY GIVEN that an annual general meeting of Hypebeast Limited (the “Company”) will be held at Fung Shui Room, 6/F, Marco Polo Hongkong Hotel, No. 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 8 August 2018 at 3:00 p.m. (or an adjournment thereof) for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 March 2018;
2. To re-elect Ms. Lee Yuen Tung Janice as an executive director of the Company;
3. To re-elect Ms. Kwan Shin Luen Susanna as an independent non-executive director of the Company;
4. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
5. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the board of directors of the Company to fix the auditor’s remuneration;
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF THE 2018 AGM

- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on GEM of the Stock Exchange, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or deal with authorized and unissued 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 and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize 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 by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than by way of:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to the eligible participants of shares or rights to acquire shares of the Company;

NOTICE OF THE 2018 AGM

- (iii) any scrip dividend scheme 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; and
- (iv) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and this approval be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whenever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the directors of the Company to holders of shares or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof in the Company (subject to such exclusions 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”; and

NOTICE OF THE 2018 AGM

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

“**THAT** conditional upon the passing of resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the total number of shares of the Company which may be allotted and issued or dealt with, or agreed conditionally or unconditionally to be allotted and issued or dealt with, by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the general mandate referred to in resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”.

By order of the Board
Hypebeast Limited
Ma Pak Wing Kevin
Chairman

Hong Kong, 29 June 2018

Notes:

1. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In the case of joint holders, 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 will be determined by the order in which the names stand in the register of members of the Company in respect of relevant joint holding.
3. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney 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, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting (i.e. not later than 3:00 p.m. on Monday, 6 August 2018) or any adjournment thereof. Delivery of the proxy form shall not preclude a shareholder from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 3 August 2018 to Wednesday, 8 August 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents 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, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 2 August 2018.
5. References to time and dates in the Notice are to Hong Kong time and dates.

As at the date of the Notice, the executive directors of the Company are Mr. Ma Pak Wing Kevin and Ms. Lee Yuen Tung Janice; the independent non-executive directors of the Company are Ms. Poon Lai King, Ms. Kwan Shin Luen Susanna and Mr. Wong Kai Chi.