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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Stream Ideas Group Limited** (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, 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.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.

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## **Stream Ideas Group Limited**

**源想集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8401)**

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

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The notice convening the Annual General Meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 12 September 2019 at 9:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:00 a.m. on Tuesday, 10 September 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.stream-ideas.com](http://www.stream-ideas.com)). This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the website of the Company at [www.stream-ideas.com](http://www.stream-ideas.com).

14 August 2019

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## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)**

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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 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.



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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 12 September 2019 at 9:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Stream Ideas Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, and in the context of this circular, means collectively JAG United, Ms. Cheung Lee, Mr. Law Ka Kin and Mr. Lee Wing Leung Garlos
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the rules governing the listing of securities on GEM made by the Stock Exchange 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
“JAG United”	JAG United Company Limited (源想投資有限公司), a company incorporated in the British Virgin Islands with limited liability on 21 February 2017 and a Controlling Shareholder of our Company
“Latest Practicable Date”	8 August 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages 15 to 16 of this circular
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 14 to 15 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholders”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

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**LETTER FROM THE BOARD**

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**Stream Ideas Group Limited**  
**源想集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8401)**

*Executive Directors:*

Ms. Cheung Lee  
Mr. Law Ka Kin  
Mr. Lee Wing Leung Garlos  
Mr. Leung Wai Lun

*Non-executive Director:*

Mr. Lin Hung Yuen

*Independent Non-executive Directors:*

Mr. Kwan Chi Hong  
Mr. Fenn David  
Mr. Ho Ho Tung Armen

*Registered Office:*

Maples Corporate Services Limited  
PO Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

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

Unit 402A, 4/F  
Benson Tower  
74 Hung To Road  
Kwun Tong  
Hong Kong

14 August 2019

*To the Shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 12 September 2019.

**2. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 16.18 of the Articles of Association, Ms. Cheung Lee, Mr. Law Ka Kin and Mr. Lee Wing Leung Garlos shall retire at the Annual General Meeting and being eligible, offer themselves for re-election at the Annual General Meeting.

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## LETTER FROM THE BOARD

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Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer 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 that relevant general meeting. Details of the above Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES**

At the annual general meeting of the Company held on 13 September 2018, ordinary resolutions were passed by the Shareholders to give a general mandate to the Directors to repurchase and to issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 14 to 15 of this circular (i.e. a total of 20,000,000 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting); and
- (b) the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages 15 to 16 of this circular (i.e. a total of 40,000,000 Shares on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting); and
- (c) extension of the Share Issue Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

With reference to the Share Repurchase Mandate and Share Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular.

Pursuant to the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.stream-ideas.com](http://www.stream-ideas.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, 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 Annual General Meeting (i.e. not later than 9:00 a.m. on Tuesday, 10 September 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 5. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 9 September 2019 to Thursday, 12 September 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 September 2019.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and the Share Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Stream Ideas Group Limited**  
**Law Ka Kin**  
*Executive Director*



The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

- (1) **Ms. Cheung Lee** (張莉), aged 35, co-founded our Group in May 2010 and was appointed as our Hong Kong general manager on 7 July 2014 and executive Director on 18 August 2017. She is responsible for the overall management of our Group looking after all operations including sales, marketing, client services, human resources and finance of our Group. Ms. Cheung has over 10 years of working experience in the marketing and advertising industry.

Prior to the establishment of our Group, Ms. Cheung has worked at L'Oreal H.K. Ltd., an international beauty products brand in Hong Kong, with the last position working as a group product manager in the luxury division products from April 2013 to July 2014; and Parfums Christian Dior Hong Kong Limited, a retailer of skin care products, perfume, cosmetics and make-up products of an international fashion brand in Hong Kong, as a group product manager of the Skincare division from October 2011 to April 2013. Ms. Cheung has also worked at Neo Derm (HK) Ltd., a medical aesthetic solution provider and skincare products distributor in Hong Kong and China with last position as product manager from April 2010 to September 2011, primarily responsible for building brand image, analyzing business trends and developing marketing plans; and Johnson & Johnson (Hong Kong) Limited, an international consumer products, pharmaceuticals and medical devices brand in Hong Kong as a brand manager from March 2009 to April 2010; an assistant brand manager from May 2007 to February 2009; and a marketing trainee from May 2006 to April 2007.

Ms. Cheung obtained her bachelor degree of business administration with honours from The Chinese University of Hong Kong in March 2006.

Ms. Cheung has entered into a service agreement with the Company for an initial term of three years commencing on 7 March 2018 unless terminated by not less than three months prior written notice or otherwise in accordance with the service agreement. She is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual salary of Ms. Cheung is HK\$639,661. The basic monthly salary payable by the Company is subject to annual review by the remuneration committee of the Company and decided by the Board. She will be entitled to a discretionary bonus and a performance bonus as may be determined by the Board of the Company from time to time by reference to the financial performance of the Company as well as the individual performance.

As at the Latest Practicable Date, JAG United owns 114,280,000 Shares. As Ms. Cheung holds 33.33% of the issued share capital of JAG United, she is deemed to be interested in these 114,280,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Cheung does not hold any other positions of the Group nor has she held any directorships in other listed public companies in the three years prior to the Latest Practicable Date. Ms. Cheung does not have any relationship with other Directors, senior management, substantial or Controlling Shareholders.

There is no information which is discloseable nor is Ms. Cheung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters concerning Ms. Cheung that need to be brought to the attention of the Shareholders.

- (2) **Mr. Law Ka Kin** (羅嘉健), aged 36, co-founded our Group in May 2010 and was appointed as our Taiwan general manager on 1 April 2014 and executive Director on 18 August 2017. He is responsible for the overall management of our Group looking after all operations including sales, marketing, client services, human resources and finance of our Group. Mr. Law has over 10 years of working experience in the marketing and advertising industry.

Prior to establishment of our Group, Mr. Law has worked at GlaxoSmithKline Limited, an international healthcare company that provides medicines, vaccines, and other healthcare products in Hong Kong as a category marketing manager in the consumer healthcare business division from June 2012 to April 2013. Mr. Law has also worked at (i) Hongkong International Theme Parks Limited, an international brand theme park in Hong Kong from June 2010 to June 2012 as an associate manager; and from August 2008 to May 2010 as a senior marketing executive in the marketing line of business; (ii) Johnson & Johnson (Hong Kong) Limited, an international consumer products, pharmaceuticals and medical devices brand in Hong Kong as an assistant brand manager from June 2008 to August 2008; a marketing executive from July 2007 to May 2008; and a logistics planner from May 2006 to July 2007, primarily responsible for supply and distribution of products; and (iii) Watsons' The Chemist (Hong Kong), a division of A.S. Watson Group (HK) Limited, an international health and beauty retail chain in Hong Kong as an assistant supply chain officer from July 2005 to April 2006; and a supply chain trainee from May 2004 to June 2005.

Mr. Law obtained his bachelor degree of business administration with honours from The Chinese University of Hong Kong in December 2004.

Mr. Law has entered into a service agreement with the Company for an initial term of three years commencing on 7 March 2018 unless terminated by not less than three months prior written notice or otherwise in accordance with the service agreement. He is also subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles of Association. The annual salary of Mr. Law is HK\$642,000. The basic monthly salary payable by the Company is subject to annual review by the remuneration

committee of the Company and decided by the Board. He will be entitled to a discretionary bonus and a performance bonus as may be determined by the Board of the Company from time to time by reference to the financial performance of the Company as well as the individual performance.

As at the Latest Practicable Date, JAG United owns 114,280,000 Shares. As Mr. Law holds 33.33% of the issued share capital of JAG United, he is deemed to be interested in these 114,280,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Law does not hold any other positions of the Group nor has he held any directorships in other listed public companies in the three years prior to the Latest Practicable Date. Mr. Law does not have any relationship with other Directors, senior management, substantial or Controlling Shareholders.

There is no information which is discloseable nor is Mr. Law involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters concerning Mr. Law that need to be brought to the attention of the Shareholders.

- (3) **Mr. Lee Wing Leung Garlos** (李永亮), aged 35, co-founded our Group in May 2010 and was appointed as our general manager since April 2014 and appointed as executive Director on 18 August 2017. He is responsible for the overall management of our Group looking after all operations including sales, marketing, client services, human resources and finance of our Group. From April 2015 to mid-February 2017, Mr. Lee only took the role of decision making and participated in the overall strategic development, on a part-time basis, with no involvement in the day-to-day operations of our Group. Since 15 February 2017, he has worked for the Group on a full-time basis and become responsible for our Group's business operations in the Southeast Asia region. Mr. Lee has over 10 years of working experience in the marketing and advertising industry.

Prior to the establishment of our Group, Mr. Lee has worked at Johnson & Johnson (Hong Kong) Limited, an international consumer products, pharmaceuticals and medical devices brand in Hong Kong from August 2006 to May 2010 with the last holding position as a brand manager.

Mr. Lee obtained his bachelor of commerce degree with honours from The University of British Columbia in May 2006.

Mr. Lee has entered into a service agreement with the Company for an initial term of three years commencing on 7 March 2018 unless terminated by not less than three months prior written notice or otherwise in accordance with the service agreement. He is also subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles of Association. The annual salary of Mr. Lee is HK\$639,661. The basic monthly

salary payable by the Company is subject to annual review by the remuneration committee of the Company and decided by the Board. He will be entitled to a discretionary bonus and a performance bonus as may be determined by the Board of the Company from time to time by reference to the financial performance of the Company as well as the individual performance.

As at the Latest Practicable Date, JAG United owns 114,280,000 Shares. As Mr. Lee holds 33.33% of the issued share capital of JAG United, he is deemed to be interested in these 114,280,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lee does not hold any other positions of the Group nor has he held any directorships in other listed public companies in the three years prior to the Latest Practicable Date. Mr. Lee does not have any relationship with other Directors, senior management, substantial or Controlling Shareholders.

There is no information which is discloseable nor is Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 200,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, i.e. being 200,000,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 20,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE REPURCHASE**

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 audited accounts contained in the annual report of the Company for the year ended 31 March 2019) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange from 1 June 2018 up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
June 2018	1.05	0.68
July 2018	1.00	0.84
August 2018	1.07	0.87
September 2018	1.03	0.82
October 2018	1.09	0.80
November 2018	0.91	0.72
December 2018	0.92	0.70
January 2019	0.92	0.73
February 2019	0.94	0.75
March 2019	1.00	0.72
April 2019	1.00	0.82
May 2019	0.96	0.71
June 2019	0.90	0.60
July 2019	0.75	0.38
August 2019 ( <i>up to the Latest Practicable Date</i> )	0.45	0.38

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of the repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the

meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Controlling Shareholders held interests in the Shares of the Company as follows:–

Name of Shareholder	Capacity/Nature of interest	Number of shares held	Approximate percentage of issued share capital	Approximate percentage of shareholding if the Share Repurchase Mandate is exercised in full
Ms. Cheung Lee <sup>1</sup>	Interest of a controlled corporation; interest held jointly with another person	114,280,000	57.14%	63.49%
Mr. Szeto Man Wa <sup>2</sup>	Interest of spouse	114,280,000	57.14%	63.49%
Mr. Law Ka Kin <sup>1</sup>	Interest of a controlled corporation; interest held jointly with another person	114,280,000	57.14%	63.49%
Ms. Leung Kwok Mei <sup>3</sup>	Interest of spouse	114,280,000	57.14%	63.49%
Mr. Lee Wing Leung Garlos <sup>1</sup>	Interest of a controlled corporation; interest held jointly with another person	114,280,000	57.14%	63.49%
Ms. Ng Ka Po <sup>4</sup>	Interest of spouse	114,280,000	57.14%	63.49%
JAG United <sup>1</sup>	Beneficial interest	114,280,000	57.14%	63.49%

*Notes:*

1. Ms. Cheung Lee, Mr. Law Ka Kin and Mr. Lee Wing Leung Garlos beneficially owns 33.33%, 33.33% and 33.33% of the issued share capital of JAG United respectively. By virtue of the SFO, each of Ms. Cheung Lee, Mr. Law Ka Kin and Mr. Lee Wing Leung Garlos is deemed to be interested in such Shares held by JAG United.
2. Mr. Szeto Man Wa is the spouse of Ms. Cheung Lee. By virtue of the SFO, Mr. Szeto Man Wa is deemed to be interested in the same number of Shares in which Ms. Cheung Lee is deemed to be interested under the SFO.
3. Ms. Leung Kwok Mei is the spouse of Mr. Law Ka Kin. By virtue of the SFO, Ms. Leung Kwok Mei is deemed to be interested in the same number of Shares in which Mr. Law Ka Kin is deemed to be interested under the SFO.
4. Ms. Ng Ka Po is the spouse of Mr. Lee Wing Leung Garlos. By virtue of the SFO, Ms. Ng Ka Po is deemed to be interested in the same number of Shares in which Mr. Lee Wing Leung Garlos is deemed to be interested under the SFO.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate (if the shareholdings of the above shareholders and the capital structure of the Company otherwise remain the same), the aggregate shareholding of the above shareholders would be increased to approximately 63.49% of the issued share capital of the Company, as shown in the last column of the above table. Such increase in shareholding would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors do not propose or intend to repurchase shares which could result in the aggregate number of Shares held by the public being reduced to less than 25% of the total issued Shares.

#### **8. SHARE REPURCHASED BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



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## NOTICE OF ANNUAL GENERAL MEETING

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### Stream Ideas Group Limited 源想集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 8401)

Notice is hereby given that the Annual General Meeting of **Stream Ideas Group Limited** (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 12 September 2019 at 9:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors for the year ended 31 March 2019.
2. To re-elect Ms. Cheung Lee as executive director.
3. To re-elect Mr. Law Ka Kin as executive director.
4. To re-elect Mr. Lee Wing Leung Garlos as executive director.
5. To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
6. To re-appoint KPMG as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes 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 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
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the GEM Listing Rules and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors 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 during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (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,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes 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 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
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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).”

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

“**THAT** conditional upon the passing of the resolutions set out in items 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 7 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**Stream Ideas Group Limited**  
**Law Ka Kin**  
*Executive Director*

Hong Kong, 14 August 2019

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the GEM Listing Rules and the Company's articles of association. 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 GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy (who must be an individual) to attend and on a poll, vote instead 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 of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 9:00 a.m. on Tuesday, 10 September 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return 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 event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 9 September 2019 to Thursday, 12 September 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 September 2019.