

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 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.

Stream Ideas Group Limited

源想集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8401)

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
(2) PROPOSED RE-ELECTION OF DIRECTORS
(3) PROPOSED RE-APPOINTMENT OF AUDITORS
(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF
THE SECOND AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of the Company to be held at 8/F, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 8 September 2022 at 10:00 a.m. is set out in this circular.

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 (to be changed to 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong with effect from 15 August 2022) 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 10:00 a.m. on Tuesday, 6 September 2022 (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) and the Company (www.stream-ideas.com). This circular will remain on the Stock Exchange’s website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of posting and on the website of the Company at www.stream-ideas.com.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Various precautionary measures will be taken to try to minimise the risks of infection of COVID-19 at the Annual General Meeting, including:

- all attendees are required to scan the “LeaveHomeSafe” venue and vaccination QR codes and comply with the Vaccine Pass requirements by presenting his/her valid vaccination, exemption or recovery record prior to entry into the venue of the Annual General Meeting;
- compulsory body temperature checks for all attendees;
- prohibition from attendance at the Annual General Meeting if an attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the Annual General Meeting;
- compulsory wearing of surgical face masks throughout the Annual General Meeting;
- maintaining proper distance between seats;
- no refreshments will be served at the Annual General Meeting; and
- no eating or drinking is allowed within the venue of the Annual General Meeting.

Any person who does not comply with the precautionary measures may be denied entry into the venue of the Annual General Meeting. The Company reminds Shareholders that they may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

10 August 2022

**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.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at <https://www.chp.gov.hk/en/features/102742.html>), the Company will implement necessary preventive measures at the Annual General Meeting to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) All attendees are required to scan the “LeaveHomeSafe” venue and vaccination QR codes and comply with the Vaccine Pass requirements by presenting his/her valid vaccination, exemption or recovery record as required under the directions issued pursuant to the Prevention and Control of Disease (Vaccine Pass) Regulation (Chapter 599L of the Laws of Hong Kong), prior to entry into the venue of the Annual General Meeting.
- (ii) Compulsory body temperature checks for all attendees at the entrance of the Annual General Meeting venue. Any person with a body temperature of 37.6 degrees Celsius or above will not be allowed to attend the Annual General Meeting.
- (iii) Prohibition from attendance at the Annual General Meeting if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the Annual General Meeting.
- (iv) All attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the Annual General Meeting.
- (v) Appropriate distance between seats in line with the guidance from the Hong Kong Government will be maintained. Attendees are advised to maintain appropriate social distance with each other at all times when attending the Annual General Meeting. In view of this, the seats will be assigned on a first come, first served basis.
- (vi) No refreshments will be served at the Annual General Meeting.
- (vii) No eating or drinking is allowed within the venue of the Annual General Meeting.

To the extent permitted under the laws, regulations and GEM Listing Rules, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person, who does not comply with the precautionary measures, to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In light of the continuing risks posed by COVID-19, the Company strongly advises Shareholders to appoint the Chairman of the Annual General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the Annual General Meeting in person.

The proxy form can also be downloaded from the Company’s website (www.stream-ideas.com).

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Shareholders are advised to read these precautionary measures carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the Annual General Meeting and precautionary measures and may issue further announcement on such measures as appropriate.

Health education materials and up-to-date development on COVID-19 can be found on the website of Centre for Health Protection (www.chp.gov.hk) and the website of the Hong Kong Government on COVID-19 (www.coronavirus.gov.hk).

DEFINITIONS

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

“Amendments”	the proposed amendments to the Memorandum and Articles of Association, details of which are set out in Appendix III to this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at 8/F, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 8 September 2022 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 23 to 27 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, an exempted 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 as amended, supplemented or 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
“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”	2 August 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Memorandum and Articles of Association”	the memorandum and articles of association of the Company currently in force
“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 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 not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution no. 10 of the notice of the Annual General Meeting as set out on pages 24 to 25 of this circular
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution no. 9 of the notice of the Annual General Meeting as set out on pages 23 to 24 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 Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

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
Ms. Xu Xiuhong

Registered Office:

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

Independent Non-executive Directors:

Mr. Kwan Chi Hong
Mr. Fenn David
Mr. Ho Ho Tung Armen
Ms. Guo Hongyan
Mr. Xu Jianguo

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

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

10 August 2022

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
(2) PROPOSED RE-ELECTION OF DIRECTORS
(3) PROPOSED RE-APPOINTMENT OF AUDITORS
(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF
THE SECOND AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
(5) 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 8 September 2022.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Articles 16.2 and 16.18 of the Articles of Association, Ms. Cheung Lee, Mr. Leung Wai Lun, Mr. Kwan Chi Hong, Mr. Fenn David and Mr. Xu Jianguo shall retire at the Annual General Meeting and being eligible, offer themselves for re-election at the Annual General Meeting.

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 9 September 2021, 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 not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution no. 9 of the notice of the Annual General Meeting as set out on pages 23 to 24 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);
- (b) the granting of the Share Issue Mandate to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution no. 10 of the notice of the Annual General Meeting as set out on pages 24 to 25 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.

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

LETTER FROM THE BOARD

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.

4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a set of “Core Standards” for shareholder protections for issuers. As such, the Board proposes the Amendments and adopt a second amended and restated Memorandum and Articles of Association for the purposes of, among others, (i) ensuring the Memorandum and Articles of Association complies with the latest requirements of the GEM Listing Rules and the applicable laws of the Cayman Islands; and (ii) make certain minor housekeeping amendments to the Memorandum and Articles of Association, subject to the passing of the special resolution by the Shareholders, with effect from the conclusion of the Annual General Meeting. Details of the proposed Amendments are set out in Appendix III of this circular.

The Company has been advised by (i) its Cayman legal advisers that the proposed Amendments do not contravene the laws of the Cayman Islands, and (ii) its Hong Kong legal advisers that the proposed Amendments conform to the requirements of the GEM Listing Rules. The Company also confirms that there is nothing unusual about the proposed Amendments for a company listed on the Stock Exchange.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 23 to 27 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) and the Company (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 notarially 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 (to be changed to 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong with effect from 15 August 2022) 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 10:00 a.m. on Tuesday, 6 September 2022 (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.

LETTER FROM THE BOARD

6. RE-APPOINTMENT OF AUDITORS

The financial statements of the Group for the year ended 31 March 2022 were audited by KPMG whose term of office will expire upon the conclusion of the Annual General Meeting. The Board proposed to re-appoint KPMG as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

7. 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, 5 September 2022 to Thursday, 8 September 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to 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 (to be changed to 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong with effect from 15 August 2022) for registration not later than 4:30 p.m. on Friday, 2 September 2022.

8. RECOMMENDATION

The Directors consider that the proposed granting of the Share Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, the proposed re-election of retiring Directors, the proposed re-appointment of auditors and the proposed Amendments to the Memorandum and Articles of Association and the proposed adoption of the second amended and restated Memorandum and Articles of Association are in the best 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 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 (Jenny Cheung, 張莉)**, aged 38, 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, overseeing 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 as a group product manager in the luxury products division 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, analysing 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 a term of three years commencing on 28 March 2018 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term, unless terminated by not less than three months’ prior written notice or otherwise in accordance with the service agreement. The service agreement was renewed on 28 March 2022 for a term of one year. 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\$1,665,000 (including bonus of HK\$300,000), which was determined with reference to her duties in the Company. 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.

Ms. Cheung beneficially owns 33.33% of the issued share capital of JAG United Company Limited (“**JAG United**”), whilst JAG United holds 100,280,000 Shares, representing approximately 50.14% of the total issued share capital of the Company. She is deemed to be interested in the Shares held by JAG United.

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 disclosable 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. Leung Wai Lun (梁偉倫)**, aged 37, joined our Group as our information technology director in February 2017 and was appointed as executive Director on 18 August 2017. He is responsible for the development and management of all information technology systems of our Group including our Platforms. Mr. Leung has over 10 years of working experience in the information technology industry.

Prior to joining our Group, Mr. Leung has worked at (i) Kobo Design Ltd., a digital branding agency based in Hong Kong, from November 2010 to June 2017 as the lead programmer, where he was primarily responsible for the provision of its day-to-day programming requirements, maintenance of its server, building and maintenance of the database systems, electronic commerce systems and websites for its clients; (ii) Lemowork Limited, a web design company based in Hong Kong, from January 2010 to December 2010 as a director; and (iii) Open Creative Limited, a multimedia consultancy company in Hong Kong and China, from December 2008 to January 2010 as a web developer.

Mr. Leung graduated with a bachelor of engineering degree in computer science with honours from The Hong Kong University of Science and Technology in May 2009.

Mr. Leung has entered into a service agreement with the Company for a term of three years commencing on 28 March 2018 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term, unless terminated by not less than three months' prior written notice or otherwise in accordance with the service agreement. The service agreement was renewed on 28 March 2022 for a term of one year. He 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 Mr. Leung is HK\$793,800, which was determined with reference to his duties in the Company. 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 far as the Directors are aware, as at the Latest Practicable Date, Mr. Leung was not interested or deemed to be interested in any Shares or underlying Shares of the Company or of its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Leung 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. Leung does not have any relationship with other Directors, senior management, substantial or Controlling Shareholders.

There is no information which is disclosable nor is Mr. Leung 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. Leung that need to be brought to the attention of the Shareholders.

- (3) **Mr. Kwan Chi Hong (關志康)**, aged 50, was appointed as our independent non-executive Director on 7 March 2018. He is responsible for supervising, providing independent advice to our Board, serving as chairman of nomination committee, and member of audit committee for our Group.

Mr. Kwan was appointed as an independent non-executive director of BExcellent Group Holdings Limited (the shares of which are listed on the Main Board of the Stock Exchange, stock code: 1775) and China Brilliant Global Limited (formerly known as Prosten Health Holdings Limited) (the shares of which are listed on GEM of the Stock Exchange, stock code: 8026) on 17 November 2017 and 12 February 2018 respectively. Mr. Kwan was also appointed as a director of Bamboos Health Care Holdings Limited (“**Bamboos Health Care**”) (the shares of which were listed on GEM, stock code: 8216, and subsequently, were listed on the Main Board of the Stock Exchange, stock code: 2293) on 23 November 2012 and redesignated as an executive director on 28 March 2014, responsible for monitoring and evaluating the business, strategic planning and major decision making. Mr. Kwan has resigned as an executive director of Bamboos Health Care on 5 January 2019 and resigned as an independent non-executive director of China Brilliant Global Limited on 12 November 2021. Mr. Kwan became an independent non-executive director of Janco Holdings Limited (the shares of which are listed on GEM, stock code: 8035) on 7 May 2021.

Prior to the establishment of Bamboos Health Care, Mr. Kwan had over 10 years of managerial experience in the public sector, from February 1995 to April 2008, including working as an executive officer in various governmental departments in Hong Kong, including Registration and Electoral Office, Urban Services Department, Home Affairs Department, Hong Kong Police Force and Chief Secretary for Administration’s Office Government Secretariat, mainly responsible for human resources management including manpower and succession planning, financial

resources management including planning and allocating financial resources and exercising control over revenue and expenditure, policy support including analysing the information collected and liaising with parties concerned to facilitate the formulation of policies, and general administration.

Mr. Kwan obtained a bachelor degree in economics and a master degree in economics from The University of Hong Kong in January 1995 and December 2005 respectively. Mr. Kwan completed a programme in executive master of business administration and obtained a master degree in business administration from The Chinese University of Hong Kong in December 2007. Mr. Kwan was awarded the young entrepreneur of the year 2012 from the Hong Kong Business Awards hosted by DHL Express and South China Morning Post and the EY Entrepreneur of the Year 2013 China — Emerging Entrepreneur hosted by Ernst & Young.

Mr. Kwan has entered into a letter of appointment with the Company dated 7 March 2018 under which he was appointed as independent non-executive Director of the Company for a term of three years commencing on 28 March 2018 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term unless terminated by not less than one month's prior written notice or otherwise in accordance with the letter of appointment. The letter of appointment was renewed on 28 March 2022 for a term of one year. Mr. Kwan, in his capacity as an independent non-executive Director of the Company, is entitled to receive an aggregate amount of HK\$120,000 per annum, which was determined with reference to his duties in the Company and the current prevailing market conditions and practice.

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

Save as disclosed above, Mr. Kwan 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. Kwan does not have any relationship with other Directors, senior management, substantial or Controlling Shareholders.

Save as disclosed above, there is no other matter concerning Mr. Kwan that needs to be brought to the attention of the Shareholders nor is Mr. Kwan 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.

- (4) **Mr. Fenn David** (范德偉), aged 41, was appointed as our independent non-executive Director on 7 March 2018. He is responsible for supervising, providing independent advice to our Board, serving as chairman of remuneration committee, and member of audit committee for our Group.

Mr. Fenn has over 15 years of experience in the legal industry. He was admitted as a solicitor in Hong Kong in September 2005. Mr. Fenn is currently the principal of David Fenn & Co., a solicitors' firm in Hong Kong.

Mr. Fenn obtained his bachelor of laws degree with honours from The University of Hong Kong in December 2002. He was awarded a postgraduate certificate in laws from The University of Hong Kong in June 2003. Mr. Fenn further obtained a master of laws degree in banking and finance from University College London, University of London in the United Kingdom in November 2006. Mr. Fenn has been appointed as a disciplinary panel member of the HKICPA since February 2016. He was an adjudicator of the Registration of Persons Tribunal of Hong Kong from November 2013 to November 2019, and a member of the Housing Appeal Panel of Hong Kong from April 2017 to April 2021. Mr. Fenn has been appointed as the chairman of the Building Appeal Tribunal Panel of Hong Kong since December 2021. Mr. Fenn has been appointed as an independent non-executive director of Hong Kong Education (Int'l) Investments Limited (stock code: 1082), a company listed on the Main Board of the Stock Exchange and Sun Kong Holdings Limited (stock code: 8631), a company listed on GEM of the Stock Exchange since 10 May 2018 and 11 December 2018 respectively.

Mr. Fenn is also the company secretary of Wai Chun Bio-Technology Limited (stock code: 660) and Wai Chun Group Holdings Limited (stock code: 1013) since 4 February 2022, both companies of which are listed on the Main Board of the Stock Exchange.

Mr. Fenn has entered into a letter of appointment with the Company dated 7 March 2018 under which he was appointed as independent non-executive Director of the Company for a term of three years commencing on 28 March 2018 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term unless terminated by not less than one month's prior written notice or otherwise in accordance with the letter of appointment. The letter of appointment was renewed on 28 March 2022 for a term of one year. Mr. Fenn, in his capacity as an independent non-executive Director of the Company, is entitled to receive an aggregate amount of HK\$120,000 per annum, which was determined with reference to his duties in the Company and the current prevailing market conditions and practice.

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

Save as disclosed above, Mr. Fenn 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. Fenn does not have any relationship with other Directors, senior management, substantial or Controlling Shareholders.

Save as disclosed above, there is no other matter concerning Mr. Fenn that needs to be brought to the attention of the Shareholders nor is Mr. Fenn 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.

- (5) **Mr. Xu Jianguo (徐建國)**, aged 46, was appointed as our independent non-executive Director on 13 April 2022. He is responsible for supervising and providing independent advice to our Board.

Mr. Xu is a founder of a number of schools in the People's Republic of China. He is the legal representative, managing director and a shareholder of a vocational school, 成都市郫都區弘德苑智信錦華職業技能培訓學校有限公司. He is a shareholder and supervisor of an education consultant company, 成都弘德苑國學啟蒙教育諮詢有限公司. He is responsible for managing the finance of a kindergarten, 成都市郫都區弘德苑幼兒園. He was an engineer at Huawei Technologies Co. Ltd. during the period from 2000 to 2017.

Mr. Xu obtained a bachelor's degree in electrical engineering from Chengdu Education Institute of Technology (now known as Chengdu University of Technology) (成都理工學院, now known as 成都理工大學) in 1998.

Mr. Xu has entered into an appointment letter with the Company for a term of three years commencing from 13 April 2022 subject to retirement and re-election at the first general meeting of the Company after his appointment and subsequently subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to his appointment letter, Mr. Xu is entitled to a directors' remuneration of HK\$8,000 per month for his appointment as an independent non-executive director, which was determined with reference to the duties and responsibilities of an independent non-executive Director and the current prevailing market conditions and practice.

Mr. Xu is interested in 36,000 Shares, representing 0.018% of the total issued share capital of the Company.

Save as disclosed above, Mr. Xu 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. Xu does not have any relationship with other Directors, senior management, substantial or Controlling Shareholders.

Save as disclosed above, there is no other matter concerning Mr. Xu that needs to be brought to the attention of the Shareholders nor is Mr. Xu 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.

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 no. 9 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 authorised 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 may 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 2022) in the event that the Share Repurchase Mandate is 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 2021 up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
June 2021	2.01	1.44
July 2021	1.58	0.98
August 2021	1.70	0.89
September 2021	1.25	0.61
October 2021	0.85	0.405
November 2021	0.98	0.51
December 2021	0.67	0.43
January 2022	0.52	0.42
February 2022	0.47	0.40
March 2022	0.51	0.395
April 2022	0.68	0.485
May 2022	0.68	0.52
June 2022	0.67	0.54
July 2022	0.54	0.47
August 2022 (<i>up to the Latest Practicable Date</i>)	0.53	0.495

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 ¹	Interest of a controlled corporation; interest held jointly with another person	100,280,000	50.14%	55.71%
Mr. Szeto Man Wa ²	Interest of spouse	100,280,000	50.14%	55.71%
Mr. Law Ka Kin ¹	Interest of a controlled corporation; interest held jointly with another person	100,280,000	50.14%	55.71%
Ms. Leung Kwok Mei ³	Interest of spouse	100,280,000	50.14%	55.71%
Mr. Lee Wing Leung Garlos ¹	Interest of a controlled corporation; interest held jointly with another person	100,280,000	50.14%	55.71%
Ms. Ng Ka Po ⁴	Interest of spouse	100,280,000	50.14%	55.71%
JAG United ¹	Beneficial interest	100,280,000	50.14%	55.71%

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 55.71% 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).

A summary of details of the proposed major amendments to the Articles of Association are as follows.

SUMMARY OF MAJOR AMENDMENTS

THAT the Articles of Association be and are hereby amended as follows:

- (1) By deleting the words “Companies Law (2016 Revision)” wherever they may appear and replacing them with the words “Companies Act (As Revised)”.
- (2) By deleting the words “Companies Law” wherever they may appear and replacing them with the words “Companies Act”.
- (3) By deleting the words “Electronic Transactions Law (2003 Revision)” wherever they may appear and replacing them with the words “Electronic Transactions Act (As Revised)”.
- (4) By deleting the words “Electronic Transactions Law” wherever they may appear and replacing them with the words “Electronic Transactions Act”.
- (5) By deleting the existing definition of the term “Exchange” in Article 2.2 and replacing the same with the following:

“Exchange” shall mean ~~the Growth Enterprise Market~~GEM of The Stock Exchange of Hong Kong Limited.

- (6) By deleting the existing Article 2.7 in its entirety and replacing the same with the following:

Sections 8 and 19~~(3)~~ of the Electronic Transactions ~~Law~~Act shall not apply.

- (7) By replacing the word “which” in the existing Article 7.6(d) with the word “whom”.

- (8) By deleting the existing Article 12.1 in its entirety and replacing the same with the following:

The Company shall hold a general meeting as its annual general meeting in each financial year ~~other than the year of the Company’s adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise), to be held within six months after the end of such financial year.~~ The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.

- (9) By deleting the existing Article 12.3 in its entirety and replacing the same with the following:

The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any ~~two~~one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. ~~General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.~~ the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

- (10) By deleting the existing Article 14.1 in its entirety and replacing the same with the following:

Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting ~~where a show of hands is allowed,~~ (a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner shall have one vote, and (c) on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

- (11) By deleting the last sentence in the existing Article 14.15 in its entirety and replacing the same with the following:

“A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.”

- (12) By deleting the existing Article 16.2 in its entirety and replacing the same with the following:

The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the ~~next following~~ first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.

- (13) By deleting the last sentence of the existing Article 16.3.

- (14) By replacing the word “period” with the word “term” in the first sentence of the existing Article 16.6.

- (15) By deleting the words “or Article 16.3” in the existing Article 16.18.

- (16) By deleting the existing Article 29.2 and replacing with the following:

The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.

- (17) By adding the following additional Article 32.1:

Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.

- (18) The existing Articles 32.1, 32.2 and 32.3 be re-numbered as Articles 32.2, 32.3 and 32.4 respectively.

- (19) By deleting the existing Article 34 in its entirety and replacing with the following:

Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 March in each year.

NOTICE OF ANNUAL GENERAL MEETING

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 8/F, The Wave, 4 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 8 September 2022 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2022;
2. To re-elect Ms. Cheung Lee as executive director;
3. To re-elect Mr. Leung Wai Lun as executive director;
4. To re-elect Mr. Kwan Chi Hong as independent non-executive director;
5. To re-elect Mr. Fenn David as independent non-executive director;
6. To re-elect Mr. Xu Jianguo as independent non-executive director;
7. To authorise the board of directors of the Company to fix the remuneration of directors of the Company;
8. To re-appoint KPMG as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;
9. 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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

10. 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

NOTICE OF ANNUAL GENERAL MEETING

(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).”

11. 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 no. 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution no. 10 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 no. 9 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).”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

12. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT:**

the proposed amendments to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) as set out in Appendix III to the circular of the Company dated 10 August 2022 of which this notice forms part (the “**Proposed Amendments**”) be and are hereby approved and the second amended and restated Memorandum and Articles of Association incorporating the Proposed Amendments (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and are hereby adopted as the new Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association with immediate effect after the close of the meeting, and any director, registered office provider or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect and implement the adoption of the second amended and restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

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

Hong Kong, 10 August 2022

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 (to be changed to 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong with effect from 15 August 2022) not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Tuesday, 6 September 2022 (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.

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 5 September 2022 to Thursday, 8 September 2022, 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 (to be changed to 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong with effect from 15 August 2022) for registration not later than 4:30 p.m. on Friday, 2 September 2022.
5. To minimise the risks of infection of COVID-19, the Company will take precautionary measures at the Annual General Meeting, including:
 - all attendees are required to scan the "LeaveHomeSafe" venue and vaccination QR codes and comply with the Vaccine Pass requirements by presenting his/her valid vaccination, exemption or recovery record prior to entry into the venue of the Annual General Meeting;
 - compulsory body temperature checks for all attendees;
 - prohibition from attendance at the Annual General Meeting if an attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the Annual General Meeting;
 - compulsory wearing of surgical face masks throughout the Annual General Meeting;
 - maintaining proper distance between seats;
 - no refreshments will be served at the Annual General Meeting; and
 - no eating or drinking is allowed within the venue of the Annual General Meeting.
6. In light of the continuing risks posed by COVID-19, the Company strongly advises Shareholders to appoint the Chairman of the Annual General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the Annual General Meeting in person.
7. Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the Annual General Meeting and precautionary measures and may issue further announcement on such measures as appropriate.