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

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



CHINA BRILLIANT GLOBAL LIMITED

朗華國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8026)

**(I) PROPOSED GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES
(II) PROPOSED RE-ELECTION OF DIRECTORS
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of China Brilliant Global Limited (the “Company”) to be held on Flat B, 9th Floor, 9 Des Voeux Road West, Hong Kong on Wednesday, 31 July 2019 at 2:00 p.m. is set out on pages 13 to 17 of this circular. A form of proxy for the AGM is enclosed with this circular. Whether you are able to attend the AGM or not, please complete and return the enclosed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which will be relocated to level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 11 July 2019) as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

This circular, for which the directors (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 The 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.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.cbgl.com.hk.

27 June 2019

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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

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

“AGM”	the annual general meeting of the Company to be held on Flat B, 9th Floor, 9 Des Voeux Road West, Hong Kong on Wednesday, 31 July 2019 at 2:00 p.m.
“Articles of Association”	articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Company”	China Brilliant Global Limited
“Corporate Governance Code”	The Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 of the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange as amended 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
“Issue Mandate”	the general and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue or deal with Shares up to 20% of the aggregate number of shares of the Company in issue on the date of passing of such resolution
“Latest Practicable Date”	24 June 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Option(s)”	option(s) to subscribe for Shares granted or to be granted by the Company pursuant to the Share Option Scheme
“Repurchase Mandate”	the general and unconditional mandate to the Directors to exercise all the powers of the Company to purchase Shares on the Stock Exchange up to 10% of the aggregate number of issued Shares of the Company on the date of passing of such resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution item 4 of the notice of AGM approving the Repurchase Mandate
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Share(s)
“Shares”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

CHINA BRILLIANT GLOBAL LIMITED
朗華國際集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8026)

Executive Directors:

Mr. Zhang Chunhua (*Chairman*)
Ms. Chung Elizabeth Ching Yee (*Chief Executive Officer*)
Ms. Zhang Chunping

Non-executive Director:

Mr. Xu Zhigang

Independent Non-executive Directors:

Ms. Chan Mei Yan Hidy
Mr. Kwan Chi Hong
Ms. Lee Kwun Ling, May Jean

Registered office:

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

Principal place of business:

Flat B, 9th Floor,
9 Des Voeux Road West
Hong Kong

27 June 2019

To the Shareholders:

Dear Sir or Madam,

**(I) PROPOSED GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES
(II) PROPOSED RE-ELECTION OF DIRECTORS
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Repurchase Mandate and the Issue Mandate; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in item 4 of the notice of AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the issued Shares of the Company at the date of passing of the resolution approving the Repurchase Mandate, being 145,096,372 Shares provided that no further Shares will be issued or repurchased prior to the AGM. An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular. As at the Latest Practicable Date, there is no immediate plan to repurchase any existing Shares under the Repurchase Mandate.

3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

It will also be proposed at the AGM two ordinary resolutions for granting to the Directors a general mandate to allot, issue and deal with not exceeding 20% of the issued Shares of the Company as at the date of passing the resolution set out in item 5 of the notice of AGM and adding to such general mandate so granted to the Directors any Shares representing the aggregate number Shares repurchased by the Company under the general mandate to repurchase Shares pursuant to the Repurchase Resolution set out in item 4 of the notice of AGM. As at the Latest Practicable Date, there is no immediate plan to issue any new Shares under the Issue Mandate. However, the Board will review the cash position of the Group from time to time to evaluate needs to raise fund under the Issue Mandate and to ensure sufficient cash is available to meet the working capital requirements and to finance the business development.

4. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Zhang Chunhua, Ms. Chung Elizabeth Ching Yee and Ms. Zhang Chunping as executive Directors, Mr. Xu Zhigang as a non-executive Director, and Ms. Chan Mei Yan Hidy, Mr. Kwan Chi Hong and Ms. Lee Kwun Ling, May Jean as independent non-executive Directors.

Mr. Zhang Chunhua, Ms. Chung Elizabeth Ching Yee and Ms. Chan Mei Yan Hidy, will retire from office as Directors at the AGM in accordance with article 108 of the Articles of Association of the Company. All of the above Directors, being eligible, will offer themselves for re-election at the AGM.

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

LETTER FROM THE BOARD

5. CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Wednesday, 31 July 2019. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 26 July 2019 to Wednesday, 31 July 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 11 July 2019) not later than 4:30 p.m. on Thursday, 25 July 2019.

6. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 13 to 17 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and Issue Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, the re-election of Directors and the refreshment of Scheme Mandate Limit of the Share Option Scheme. A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.cbg.com.hk). In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 11 July 2019) not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof. The completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof, should they so wish.

7. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

8. RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the resolutions as set out in the notice of AGM for (i) the granting of the Repurchase Mandate and the Issue Mandate; and (ii) the re-election of Directors, and, as proposed above are all in the best interests of the Company and the Shareholders and accordingly recommend the Shareholders to vote in favour of all such resolutions at the AGM.

10. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
CHINA BRILLIANT GLOBAL LIMITED
Zhang Chunhua
Chairman

The following is the explanatory statement required to be sent to Shareholders under the GEM Listing Rules in connection with the proposed Repurchase Mandate:

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,450,963,725 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of AGM respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 145,096,372 Shares, representing 10% of the issued Shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate, during the period up to (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 or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

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

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not purchase Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with position disclosed in the audited financial statements contained in

the annual report of the Company for the year ended 31 March 2019) in the event that the proposed repurchase of Shares was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the 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.

4. MARKET PRICES

The highest and lowest prices at which the Shares were traded on the GEM during the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
June	0.650	0.495
July	0.570	0.450
August	0.500	0.430
September	0.500	0.425
October	0.495	0.320
November	0.475	0.250
December	0.340	0.260
2019		
January	0.290	0.223
February	0.270	0.230
March	0.385	0.240
April	0.390	0.360
May	0.370	0.320
June (Up to the Latest Practicable Date)	0.345	0.315

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company under the Repurchase Resolution if such is approved by the Shareholders.

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

6. SHARES PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on GEM or otherwise) in the previous six months prior to the Latest Practicable Date.

The details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

1. **Mr. Zhang Chunhua** (“**Mr. Zhang**”), aged 46, was appointed as the Chairman of the Board and executive director on 12 February 2018. Mr. Zhang is in charge of the overall corporate strategies and business development of the Group. Mr. Zhang founded a trading company in Shenzhen and it evolved to become a global supply chain management corporation which Mr. Zhang is currently the chairman. Mr. Zhang is responsible for the overall strategic development of the corporation which is a top 100 import/export corporation in the PRC and a pioneer of supply chain management in the PRC. Mr. Zhang has over 13 years of experience in supply chain management in the PRC. Mr. Zhang was the vice chairman of 深圳市工商業聯合會第七屆執委會 and 深圳市總商會第七屆理事會.

Mr. Zhang has entered into a service agreement with the Company for an initial fixed term of three years with effect from 12 February 2018 and thereafter should be continuous until terminated on or at any time after the expiration of the initial fixed period by either party giving to the other no less than three months’ prior notice in writing. Notwithstanding the foregoing, Mr. Zhang is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles of Association of the Company. Mr. Zhang is entitled to an annual fixed salary of HK\$360,000 which was determined by the Board with reference to his duties and responsibilities, his experience, prevailing market conditions and the Company’s remuneration policy.

As at the Latest Practicable Date, Mr. Zhang holds 1,764,000 Shares of the Company by himself and 80% shares of Brilliant Chapter Limited (“**Brilliant Chapter**”) which is a limited liability company incorporated in the Republic of Seychelles. Brilliant Chapter was interested in 822,319,294 Shares of the Company. In addition, Mr. Zhang is also entitled to share options to subscribe for 13,800,000 Shares of the Company at an exercise price of HK\$0.59 per Share. Other than Mr. Zhang is the brother of Ms. Zhang Chunping, he does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed in this circular, Mr. Zhang did not hold any directorships in any other public listed companies in the last three years preceding the Latest Practicable Date.

Save as disclosed in this circular, Mr. Zhang does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

2. **Ms. Chung, Elizabeth Ching Yee** (“**Ms. Chung**”), aged 48, was appointed as an executive Director and the chief executive officer of the Company on 18 May 2018. Ms. Chung is also a member of both the nomination committee and the remuneration committee of the Company. Ms. Chung has extensive professional experience in Global brand building and investment advisory. She is appointed as CEO and executive director of Paganini Milano (SG) PTE Limited in early 2017, responsible for brand positioning, strategic planning, and business development. She leads her team to develop retail business globally. Prior to that, Ms. Chung was a director at BOCI Securities Limited and an assistant vice president at HSBC Broking Securities (Asia) Limited responsible for investment advisory for over 10 years. Ms. Chung graduated at Rutgers University, and started her professional career at General Electric Capital Corporation in the United States of America and she joined A.T. Kearney (Hong Kong) Limited after returning Hong Kong.

Ms. Chung has entered into a service agreement with the Company for an initial fixed term of three years with effect from 18 May 2018 and thereafter should be continuous until terminated on or at any time after the expiration of the initial fixed period by either party giving to the other no less than three months’ prior notice in writing. Notwithstanding the foregoing, Ms. Chung is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles of Association of the Company. Ms. Chung is entitled to an annual fixed salary of HK\$1,200,000 which was determined by the Board with reference to her duties and responsibilities, her experience, prevailing market conditions and the Company’s remuneration policy.

As at the Latest Practicable Date, Ms. Chung holds 2,809,000 Shares of the Company by herself and is entitled to share options to subscribe for 13,800,000 Shares of the Company at an exercise price of HK\$0.59 per Share. Ms. Chung does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed in this circular, Ms. Chung did not hold any directorships in any other public listed companies in the last three years preceding the Latest Practicable Date.

Save as disclosed in this circular, Ms. Chung does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

3. **Ms. Chan Mei Yan Hidy** (“**Ms. Chan**”), aged 53, was appointed as an independent non-executive Director on 12 February 2018. Ms. Chan is also the Chairman of the audit committee and a member of the nomination committee. Ms. Chan is a finance expert with more than 20 years professional and commercial exposure in international accounting firm, multinational corporations and Hong Kong listed companies. She served as a Principal of Crowe Horwath (HK) CPA Limited. Ms. Chan graduated from the University of Hong Kong with a bachelor degree in accounting. She also holds a master degree in business administration from the University of Manchester. Ms. Chan is the member of certain professional associations. Ms. Chan was Committee member and Chairman, SME Sub-committee of the Association of Chartered Certified Accountants (“**ACCA**”) for 8 years. She is elected in the ACCA Global Council Election in December 2017.

Ms. Chan has entered into a service agreement with the Company for an initial fixed term of three years with effect from 12 February 2018 and thereafter should be continuous until terminated on or at any time after the expiration of the initial fixed period by either party giving to the other no less than one month’s prior notice in writing. Notwithstanding the foregoing, Ms. Chan is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles of Association of the Company. Ms. Chan is entitled to an annual fixed salary of HK\$180,000 which was determined by the Board with reference to her duties and responsibilities, her experience, prevailing market conditions and the Company’s remuneration policy.

As at the Latest Practicable Date, Ms. Chan is also entitled to share options to subscribe for 300,000 Shares of the Company at an exercise price of HK\$0.59 per Share and 200,000 Shares of the Company at an exercise price of HK\$0.33 per Share, respectively. Ms. Chan does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed in this circular, Ms. Chan did not hold any directorships in any other public listed companies in the last three years preceding the Latest Practicable Date.

Save as disclosed in this circular, Ms. Chan does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

CHINA BRILLIANT GLOBAL LIMITED 朗華國際集團有限公司 (Incorporated in the Cayman Islands with limited liability) (Stock Code: 8026)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of China Brilliant Global Limited (the “Company”) will be held on Flat B, 9th Floor, 9 Des Voeux Road West, Hong Kong on Wednesday, 31 July 2019 at 2:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the “Directors”) and auditors for the year ended 31 March 2019;
2. (i) To re-elect the following Directors:
 - (a) Mr. Zhang Chunhua;
 - (b) Ms. Chung, Elizabeth Ching Yee; and
 - (c) Ms. Chan Mei Yan Hidy;
 - (ii) To authorise the board of directors (the “Board”) to fix the Directors’ remuneration;
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Group and to authorise the Board to fix their remuneration;
4. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Securities and Futures Commission

NOTICE OF ANNUAL GENERAL MEETING

and the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

- (b) The aggregate number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the 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 of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company (“Shareholders”) in general meeting revoking or varying the authority given to the Directors by this resolution.”

5. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on GEM of, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a rights issue where shares are offered to Shareholders or any class thereof on a fixed record date in proportion to their then holdings of shares or any 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, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong); or (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to eligible participants thereunder or rights to acquire shares in the capital of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company in force from time to time, shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the 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 of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to the passing of ordinary resolutions set out in items 4 and 5 in the above notice, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to ordinary resolution set out in item 5 in the above notice be and is hereby extended by the addition of the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution set out in item 4 in the above notice, provided that such amount of shares shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing the said resolution.”

By Order of the Board
CHINA BRILLIANT GLOBAL LIMITED
Zhang Chunhua
Chairman

Hong Kong, 27 June 2019

Head office and principal place of business:
Flat B, 9/F, 9 Des Voeux Road West, Hong Kong

Notes:

- As at the date of this notice, the Board comprises the following directors:
 - Mr. Zhang Chunhua (*Executive Director (Chairman)*)
 - Ms. Chung Elizabeth Ching Yee (*Executive Director and Chief Executive Officer*)
 - Ms. Zhang Chunping (*Executive Director*)
 - Mr. Xu Zhigang (*Non-executive Director*)
 - Ms. Chan Mei Yan Hidy (*Independent Non-executive Director*)
 - Mr. Kwan Chi Hong (*Independent Non-executive Director*)
 - Ms. Lee Kwun Ling, May Jean (*Independent Non-executive Director*)
- Any Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote in his stead in accordance with the Articles of Association. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf. 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. A proxy need not be a Shareholder of the Company.

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3. In order to be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 11 July 2019) not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof.
4. The register of members of the Company will be closed from Friday, 26 July 2019 to Wednesday, 31 July 2019, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the AGM convened by the above notice, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 11 July 2019) not later than 4:30 p.m. on Thursday, 25 July 2019.
5. In relation to ordinary resolutions set out in items 4 to 6 in the above notice, the Directors wish to state that they have no immediate plan to repurchase any existing shares or issue any new shares of the Company as at the Latest Practicable Date.