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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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.

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### 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

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A notice convening the annual general meeting (“AGM”) of China Brilliant Global Limited (the “Company”) to be held at Unit 1103–06, China Building, 29 Queen’s Road Central, Central, Hong Kong on Friday, 20 September 2024 at 2:00 p.m. is set out on AGM-1 to AGM-5 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 17th Floor, Far East Finance Centre, No.16 Harcourt Road, Hong Kong 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 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](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company’s website at [www.cbg.com.hk](http://www.cbg.com.hk).

30 July 2024

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## CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

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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

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*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 at Unit 1103–06, China Building, 29 Queen’s Road Central, Central, Hong Kong on Friday, 20 September 2024 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
“Eligible Participants”	any directors, whether executive or non-executive and whether independent or not, of the Group, full time or part time employees of the Group; and any business or joint venture partners, contractors, agents or representatives, consultants and advisers of the Group
“GEM Listing Rules”	the Rules Governing the Listing of Securities on 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

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## DEFINITIONS

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“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”	23 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“Option(s)” or “Share 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

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## DEFINITIONS

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“Takeovers Code”

The Hong Kong Code on Takeovers and Mergers as amended from time to time

“%”

per cent

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LETTER FROM THE BOARD

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**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. Zhang Chunping (*Chief Executive Officer*)

*Independent Non-executive Directors:*

Ms. Chan Mei Yan Hidy

Ms. Huang Jingshu

Mr. Peng Yin

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business:*

DD125, Lot #1998 R.P.& others,

Shek Po Road, Ha Tsuen,

Yuen Long, N. T.,

Hong Kong

30 July 2024

*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.

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## LETTER FROM THE BOARD

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### **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 145,723,841 Shares provided that no further Shares will be issued or repurchased between the Latest Practicable Date and 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 and Ms. Zhang Chunping as executive Directors, Ms. Chan Mei Yan Hidy, Ms. Huang Jingshu and Mr. Peng Yin as independent non-executive Directors.

Ms. Zhang Chunping, Ms. Huang Jingshu and Mr. Peng Yin will retire from office as Directors at the AGM in accordance with article 108 of the Articles of Association. In accordance with the nomination policy of the Company, the Nomination Committee has reviewed the biography of Ms. Zhang Chunping, Ms. Huang Jingshu and Mr. Peng Yin and taking into consideration their knowledge, experience, capability and various diversity aspects as set out in the board diversity policy of the Company, the Nomination Committee has formed the view that Ms. Zhang, Ms. Huang and Mr. Peng will be able to contribute to the Board with their perspectives, skills and experience.



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## LETTER FROM THE BOARD

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In addition, Ms. Huang and Mr. Peng have made a confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules to 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.

### **5. CLOSURE OF REGISTER OF MEMBERS**

The AGM is scheduled to be held on Friday, 20 September 2024. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 16 September 2024 to Friday, 20 September 2024, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 13 September 2024.

### **6. ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages AGM-1 to AGM-5 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. 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](http://www.hkgem.com)) and the Company's website ([www.cbg.com.hk](http://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 17th Floor, Far East Finance Centre, No.16 Harcourt Road, Hong Kong 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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on any resolutions to be proposed at the AGM pursuant to the GEM Listing Rules and/or the Articles of Association.

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## LETTER FROM THE BOARD

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### 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.

### 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 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 1,457,238,414 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of AGM in 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 145,723,841 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 and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. The Directors would not make purchases in circumstances where to do so would have a material adverse effect on the capital requirements of the Company.

### 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 2024) 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>
<b>2023</b>		
July	0.610	0.550
August	0.600	0.530
September	0.580	0.455
October	0.580	0.425
November	0.500	0.405
December	0.540	0.410
<b>2024</b>		
January	0.495	0.455
February	0.510	0.310
March	0.470	0.315
April	0.385	0.200
May	0.345	0.228
June	0.335	0.285
July (Up to the Latest Practicable Date)	0.310	0.250

## 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 core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell 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.

## 7. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company and as at the Latest Practicable Date, Mr. Zhang Chunhua ("**Mr. Zhang**"), an executive Director and the chairman of the Company was beneficially interested in 57,098,000 Shares representing approximately 3.92% of the total number of issued Shares and Mr. Zhang is also interested in 80% of the issued share capital of Brilliant Chapter Limited ("**Brilliant Chapter**") a limited liability company incorporated in the Republic of Seychelles which was interested in 834,851,294 Shares of the Company, representing approximately 57.29% of the total number of issued Shares. As Mr. Zhang is deemed to be interested in the shareholding of Brilliant Chapter in the Company, Mr. Zhang is deemed to be interested in approximately 61.21% of the total number of issued Shares. Assuming that there are no alteration to the existing shareholding of the Company, upon exercise of the Repurchase

Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the AGM, the shareholding in the Company deemed to be interested by Mr. Zhang would increase from approximately 61.21% to approximately 68.01% of the total number of Shares in issue.

Accordingly, Mr. Zhang will not have any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise in full the power to buy back Shares under the approved Repurchase Mandate.

Assuming that there is no further issue of Shares between the Latest Practicable Date and date of Repurchase, the exercise of Repurchase Mandate whether in whole or in part will not result in the number of Shares being reduced to less than 25% of the total number of Shares in issue being held by the public as required by Rule 8.08 of the GEM Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

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

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

1. **Ms. Zhang Chunping (“Ms. Zhang”)**, was appointed as an executive Director of the Company on 12 February 2018 and the chief executive officer of the Company on 1 July 2023. Ms. Zhang also appointed as a member of the Nomination Committee of the Group on 1 October 2023. Ms. Zhang has over 15 years of experience in financial management in the PRC and she is the Senior Vice President of China Brilliant Group and general manager of Shenzhen China Brilliant Property Services Company Limited (深圳市朗華物業服務有限公司). Ms. Zhang is responsible for overseeing the financial operation of the corporation and liaising with various bankers of the corporation for banking facilities and other services.

Ms. Zhang has entered into a service agreement with the Company for a fixed term of three years with effect from 1 March 2023 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. 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. Ms. Zhang is entitled to an annual fixed salary of RMB144,000 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. Zhang 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, and to get 8,743,430 Awarded Shares of the Company under the Share Award Scheme upon the vesting conditions thereunder being fulfilled. Other than Ms. Zhang is the sister of Mr. Zhang Chunhua, she 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. 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, Ms. 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.

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

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2. **Ms. Huang Jingshu (“Ms. Huang”)**, was appointed as an independent non-executive Director on 1 October 2023. Ms. Huang is also the Chairman of the Nomination Committee and a member of both the Audit Committee and Remuneration Committee. Ms. Huang, has been appointed an executive director and Chairman of LVGEM (China) Real Estate Investment Company Limited (a company listed on the Stock Exchange under stock code: 95) since 15 May 2014 and 5 June 2014 respectively and is responsible for the overall business development. From August 2012 to July 2013, Ms. Huang served in the Guangzhou branch of Deloitte Touche Tohmatsu (Special General Partnership) and her last position was analyst of Corporate Risk Management Service Division, where she was primarily responsible for providing professional services to clients. Since November 2010, Ms. Huang started serving in Shenzhen LVGEM Entity Management Group Co., Ltd. (深圳市綠景企業管理集團有限公司) and her position was the vice general manager of the investment management department and was responsible for corporate development and planning matters. Ms. Huang obtained her Bachelor of Arts with Honours degree in Accounting and Finance from University of Exeter in the United Kingdom in July 2010, and her Master of Science degree in Accounting and Finance in November 2011.

Ms. Huang has entered into a service agreement with the Company for a fixed term of three years with effect from 1 October 2023 and thereafter should be continuous until terminated on or at any time after the expiration of the fixed period by either party giving to the other no less than one month’s prior notice in writing. Notwithstanding the foregoing, Ms. Huang 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. Huang is entitled to an annual fixed salary of HK\$120,000 which was determined by the Board with reference to her duties and responsibilities, her experience, prevailing market conditions and the Company’s remuneration policy.

Save as disclosed in this circular, Ms. Huang 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. Huang 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.



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

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3. **Mr. Peng Yin**, (“**Mr. Peng**”), was appointed as an independent non-executive Director on 1 October 2023. Mr. Peng is also the Chairman of the Remuneration Committee and a member of Audit Committee. Mr. Peng, is the founder of Acroterry International Co., Ltd. (鈺泰股份有限公司). From December 2012 to December 2017, Mr. Peng served as the director, vice president and sales director of Acroterry Technology (Shanghai) Co., Ltd. (鈺泰科技(上海)有限公司). From November 2017 to September 2021, Mr. Peng served as the director, deputy general manager, and sales director of ETA Nantong Incorporated (鈺泰半導體南通有限公司). From September 2021 to February 2023, Mr. Peng served as the director, deputy general manager and sales director of ETA Semiconductor Co., Ltd. (鈺泰半導體股份有限公司) (“**ETA Semiconductor**”). Since February 2023, Mr. Peng has been appointed as a senior sales consultant of ETA Semiconductor.

Mr. Peng has entered into a service agreement with the Company for a fixed term of three years with effect from 1 October 2023 and thereafter should be continuous until terminated on or at any time after the expiration of the fixed period by either party giving to the other no less than one month’s prior notice in writing. Notwithstanding the foregoing, Mr. Peng 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. Peng is entitled to an annual fixed salary of HK\$120,000 which was determined by the Board with reference to his duties and responsibilities, his experience, prevailing market conditions and the Company’s remuneration policy.

Save as disclosed in this circular, Mr. Peng 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. Peng 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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**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 at Unit 1103–06, China Building, 29 Queen’s Road Central, Central, Hong Kong on Friday, 20 September 2024 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 2024;
2. (i) To re-elect the following Directors:
  - (a) Ms. Zhang Chunping;
  - (b) Ms. Huang Jingshu; and
  - (c) Mr. Peng Yin;
- (ii) To authorise the board of directors (the “**Board**”) to fix the Directors’ remuneration;
3. To re-appoint Elite Partners CPA Limited as auditors of the Group and to authorise the Board to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 Stock Exchange, 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;
- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”
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, 30 July 2024

Head office and principal place of business:  
DD125, Lot #1998 R.P.& others,  
Shek Po Road, Ha Tsuen,  
Yuen Long, N. T.,  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. As at the date of this notice, the Board comprises the following directors:  
  
Mr. Zhang Chunhua (*Executive Director (Chairman)*)  
  
Ms. Zhang Chunping (*Executive Director and Chief Executive Officer*)  
  
Ms. Chan Mei Yan Hidy (*Independent Non-executive Director*)  
  
Ms. Huang Jingshu (*Independent Non-executive Director*)  
  
Mr. Peng Yin (*Independent Non-executive Director*)
2. 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.
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 17th Floor, Far East Finance Centre, No.16 Harcourt Road, Hong Kong 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 Monday, 16 September 2024 to Friday, 20 September 2024, 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, 17th Floor, Far East Finance Centre, No.16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 13 September 2024.
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.