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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 at Flat B, 9th Floor, 9 Des Voeux Road West, Hong Kong on Friday, 19 August 2022 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, No.16 Harcourt Road, Hong Kong with effect from 15 August 2022) 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 for at least 7 days from the date of its posting and on the Company’s website at www.cbg.com.hk.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In order to prevent the spread of the Novel Coronavirus (“COVID-19”) pandemic and to safeguard the health and safety of Shareholders, the Company will implement the following precautionary measures at the Annual General Meeting:

- compulsory body temperature checks
- compulsory wearing of surgical face masks
- no provision of refreshments and corporate gifts

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the AGM venue, at the Company’s discretion to the extent permitted by law. The Company requires attendees to wear surgical face masks and reminds Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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.

CONTENTS

	<i>Page</i>
Precautionary Measures for The Annual General Meeting	iii
Definitions	1
Letter from the Board	
1. Introduction	3
2. Proposed General Mandate to Repurchase Shares	4
3. Proposed General Mandate to Issue New Shares	4
4. Proposed Re-election of Directors	4
5. Closure of Register of Members	5
6. Annual General Meeting	5
7. Voting by Poll	6
8. Responsibility Statement	6
9. Recommendation	6
10. General Information	6
Appendix I — Explanatory Statement	I-1
Appendix II — Details of Directors Proposed for Re-election	II-1
Notice of Annual General Meeting	AGM-1

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing the Novel Coronavirus (“COVID-19”) pandemic and recent guidelines or regulations for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every attending Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius or otherwise unwell will be denied entry into the AGM venue and be required to leave the AGM venue;
- (ii) all attendees are required to wear surgical face masks at the AGM venue at all times, and to maintain a safe distance with other attendees; and
- (iii) no refreshments and corporate gifts will be provided.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the AGM venue and require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders’ health and safety and in response to the recent guidelines or regulations for prevention and control of COVID-19 pandemic, Shareholders are reminded that **physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing form of proxy in accordance with the instructions printed thereon, Shareholders may appoint the chairman of the AGM as their proxy to attend and vote on the relevant resolutions at the AGM instead of attending the AGM in person.**

The form of proxy is enclosed with this circular. Alternatively, the form of proxy can be downloaded from the “Investor Relations” section of the Company’s website at www.cbg.com.hk. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company’s website for further announcements and updates on the AGM arrangements.

If Shareholders have any questions relating to the AGM, please contact Tricor Tengis Limited, the Company’s branch share registrar and transfer office as follows:

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen’s Road East Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, No.16 Harcourt Road, Hong Kong with effect from 15 August 2022)
Email: is-enquiries@hk.tricorglobal.com
Tel: 852 2980 1333
Fax: 852 2810 8185

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 at Flat B, 9th Floor, 9 Des Voeux Road West, Hong Kong on Friday, 19 August 2022 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“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”	27 June 2022, 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
“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

Independent Non-executive Directors:

Ms. Chan Mei Yan Hidy
Ms. Lee Kwun Ling, May Jean
Mr. Zhang Weidong

Registered office:

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

29 June 2022

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 145,723,841 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, Ms. Chung Elizabeth Ching Yee and Ms. Zhang Chunping as executive Directors, Ms. Chan Mei Yan Hidy, Ms. Lee Kwun Ling, May Jean and Mr. Zhang Weidong as independent non-executive Directors.

Mr. Zhang Chunhua, Ms. Chung Elizabeth Ching Yee and Mr. Zhang Weidong 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 Mr. Zhang Chunhua, Ms. Chung Elizabeth Ching Yee and Mr. Zhang Weidong 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 Mr. Zhang, Ms. Chung and Mr. Zhang will be able to contribute to the Board with their perspectives, skills and experience.

LETTER FROM THE BOARD

In addition, Ms. Chung and Mr. Zhang and 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, 19 August 2022. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 15 August 2022 to Friday, 19 August 2022, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 12 August 2022.

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) 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, No.16 Harcourt Road, Hong Kong with effect from 15 August 2022) 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.

LETTER FROM THE BOARD

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 2022) 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>
2021		
June	0.700	0.640
July	0.670	0.450
August	0.580	0.425
September	0.580	0.495
October	0.590	0.495
November	0.530	0.420
December	0.450	0.390
2022		
January	0.470	0.370
February	0.395	0.340
March	0.360	0.280
April	0.325	0.285
May	0.315	0.285
June (Up to the Latest Practicable Date)	0.340	0.290

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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**”), was appointed as the Chairman and executive director of the Company 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 15 years of experience in supply chain management in the PRC. Mr. Zhang is the vice chairman of 深圳市工商業聯合總商會.

From 1996 to 2003, Mr. Zhang worked in the Electronic Banking Department of China Construction Bank, Shenzhen branch, (“**CCB Shenzhen Branch**”) and mainly responsible for the development and management of CCB Shenzhen Branch’s technology products. In the past decade years of banking work experience, Mr. Zhang has deep insights into the theoretical knowledge of banking, product services and management, and is familiar with bank organizational structure, bank products, business operations, network construction, financial technology etc.

Mr. Zhang has led the development of the first batch of customers of the financial technology products of CCB Shenzhen Branch, promoted the convenience of the banking system and made a positive contribution to the sprouting and development of science as a supporter of the beginning of the mainland bank technology finance.

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 43,298,000 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 834,851,294 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”)**, was appointed as an executive director, and the chief executive officer of the Company on 18 May 2018. Ms. Chung has extensive professional experience in Global brand building and investment advisory. She was 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, in charge of a department that make recommendations and provide professional investment advices on asset allocation and portfolio management. She mainly responsible for developing and maintaining strategic asset management plans for the assigned portfolio and managing relationships with various financial institutions like hedge funds, private equity firms and listing companies. Besides that, she achieved portfolio investment targets by analyzing and recommending asset allocation, disposition and evaluating alternative investment opportunities to clients.

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. **Mr. Zhang Weidong, (“Mr. Zhang”)**, joined the Group in 31 May 2021 as an independent non-executive director of Brillink Bank Corporation Limited and appointed as an independent non-executive Director, a member of the Audit Committee and the chairman of the Remuneration Committee of the Group on 12 November 2021.

Mr. Zhang was the founding partner and president of Alpha Win Capital Limited. He was an executive director of OP Financial Investments Limited (stock code: 1140) and a partner of Oriental Patron Financial Group primarily responsible for private equity investments. Mr. Zhang has over 14 years of experience in the operation and management of commercial banking, during which he worked in the International Business Department of ICBC with his final position as deputy general manager grade of the department. During his tenor with ICBC, Mr. Zhang spent 3 years in ICBC Almaty Branch, where he was in charge of treasury, credit lending and office operations. Moreover, Mr. Zhang has 12 years of investment banking experience, served as an executive director of ICEA Finance Group (the investment banking arm of ICBC) and managing director of Alpha Alliance Finance Holdings Limited, responsible for corporate finance and sales department respectively. He is also an independent non-executive Director of Tianjin Port Development Holdings Limited (stock code: 3382) and ZZ Technology Group Company Limited (formerly: Zhongjin Technology Service Group Company Limited, stock code: 8295). Mr. Zhang Weidong holds a master degree from Renmin University in Economics, a diploma of Programme for Management Development of Harvard Business School and held a fellowship from Columbia University in New York.

Mr. Zhang has entered into a service agreement with the Company for a fixed term of three years with effect from 12 November 2021 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. 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.

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.

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 at Flat B, 9th Floor, 9 Des Voeux Road West, Hong Kong on Friday, 19 August 2022 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 2022;
2. (i) To re-elect the following Directors:
 - (a) Mr. Zhang Chunhua;
 - (b) Ms. Chung Elizabeth Ching Yee; and
 - (c) Mr. Zhang Weidong;
- (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;

NOTICE OF ANNUAL GENERAL MEETING

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.”

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

- (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, 29 June 2022

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. 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*)
 - Ms. Chan Mei Yan Hidy (*Independent Non-executive Director*)
 - Mr. Zhang Weidong (*Independent Non-executive Director*)
 - Ms. Lee Kwun Ling, May Jean (*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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to 17th Floor, Far East Finance Centre, No.16 Harcourt Road, Hong Kong with effect from 15 August 2022) 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, 15 August 2022 to Friday, 19 August 2022, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 12 August 2022.
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.