
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Brilliance Worldwide Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the stockbroker, registered dealer in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



BRILLIANCE WORLDWIDE HOLDINGS LIMITED

金滿堂控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8312)

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND
TO REPURCHASE SHARES;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening an extraordinary general meeting of the Company to be held at Flat 16, 1st Floor, Wah Yiu Industrial Centre, 30–32 Au Pui Wan Street, Fotan, New Territories, Hong Kong on 23 June 2016 at 10:00 a.m. is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the extraordinary general meeting or any adjournment thereof, you are requested to read the notice and complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending, and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting, and on the Company’s website at <http://www.brillianceww.com>.

* For identification purposes only

31 May 2016

CHARACTERISTICS OF GEM

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 Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. 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>
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement for the Repurchase Mandate	8
Notice of EGM	12

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company adopted pursuant to a written resolution passed by all shareholders of the Company on 3 November 2010 and as amended from time to time
“associates”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors from time to time
“Company”	Brilliance Worldwide Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the GEM of the Stock Exchange (Stock Code: 8312)
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“controlling shareholder(s)”	has the meaning given to it in the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be held at Flat 16, 1st Floor, Wah Yiu Industrial Centre, 30–32 Au Pui Wan Street, Fotan, New Territories, Hong Kong on 23 June 2016 at 10:00 a.m., for the purpose of considering and if thought fit, approving the resolutions proposed in this circular, or any adjournment thereof, notice of which is set out on pages 12 to 15 of this circular
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares with a total number not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolutions
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	27 May 2016, being the latest practicable date for ascertaining certain information for inclusion in this circular
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Brilliance Worldwide Holdings Limited” to “China Hanya Group Holdings Limited” and adopt “中國瀚亞集團控股有限公司” as the dual foreign name in Chinese of the Company to replace its existing Chinese name “金滿堂控股有限公司”, which is currently used for identification purpose only
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares in the capital of the Company up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolutions
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



BRILLIANCE WORLDWIDE HOLDINGS LIMITED

金滿堂控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8312)

Executive Directors:

Mr. Liu Sit Lun
Mr. Ling Wing Shan
Mr. Law Kin Wah Kenneth
Ms. Sun Wing Man Doris

Independent Non-executive Directors:

Ms. Chan Hau Man
Ms. Lau Yat Ying Karen
Mr. Lau Tak Wai Davie

Registered office:

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

***Headquarter and principal place of
business in Hong Kong:***

Room 1001, 10/F.
Golden Gate Commercial Building
136–138 Austin Road
Kowloon
Hong Kong

31 May 2016

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND
TO REPURCHASE SHARES;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to propose at the EGM relating to (i) the Proposed Change of Company Name; (ii) the granting of the General Mandates and the Repurchase Mandate; and (iii) the notice of EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 5 May 2016 that it proposes to change the English name of the Company from “Brilliance Worldwide Holdings Limited” to “China Hanya Group Holdings Limited” and adopt “中國瀚亞集團控股有限公司” as the dual foreign name in Chinese of the Company to replace its existing Chinese name “金滿堂控股有限公司”, which is currently used for identification purpose only.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
2. the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name.

Reasons for the Proposed Change of Company Name

Reference is made to the composite document jointly issued by the Company and China Merit International Investment Inc. (“**China Merit**”) on 29 April 2016 (the “**Composite Document**”) in relation to the mandatory unconditional cash offer by Sun International Securities Limited on behalf of China Merit for all the issued shares in the Company (other than those already owned or agreed to be acquired by China Merit and parties acting in concert with it) (the “**Offer**”). China Merit intends that the Group will continue its existing principal activities upon completion of the Offer. China Merit will conduct a detailed review of the business operations and financial position of the Group for the purpose of developing a sustainable business plan or strategy for the Group. Subject to the result of the review and should suitable investment or business opportunities arise, China Merit may diversify the business of the Group with the objective of broadening its sources of income, which may cover, among others, the financial services industry, including but not limited to financing and assets management services, in the People’s Republic of China or Hong Kong. The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group’s business development and its direction of future development. Therefore, the Board believes that the Proposed Change of Company Name is in the best interests of the Company and Shareholders as a whole.

Effects on the Proposed Change of Company Name

The Proposed Change of Company Name will take effect on the date of issue of the Certificate of Incorporation on Change of Company Name by the Registrar of Companies in the Cayman Islands.

The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company's daily operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new name of the Company.

Once the Proposed Change of Company Name becomes effective, new share certificates of the Company will be issued under the new name of the Company. In addition, subject to the confirmation of the Stock Exchange, the English stock short name and Chinese stock short name for trading in the Shares will also be changed after the Proposed Change of Company Name becomes effective.

GENERAL MANDATE

At the EGM, an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the General Mandate which will enable the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 692,000,000 Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the General Mandate, the maximum number of Shares which may be issued pursuant to the General Mandate will be 138,400,000 Shares.

REPURCHASE MANDATE

At the EGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve the Repurchase Mandate which will enable the Directors to exercise the power of the Company to repurchase Shares up to 10% of the issued and fully paid up share capital of the Company as at the date of passing of such resolution. The Company's authority to repurchase Shares will be exercised in accordance with and subject to the GEM Listing Rules.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 692,000,000 Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 69,200,000 Shares.

LETTER FROM THE BOARD

An explanatory statement giving the particulars required under the GEM Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out in the Appendix I to this circular.

Both of the General Mandate and Repurchase Mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; or (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; or (iii) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to such next annual general meeting.

GENERAL EXTENSION MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the EGM to extend the General Mandate by the addition to the aggregate nominal value of the share capital of the Company, which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company that repurchased by the Company pursuant to the Repurchase Mandate, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company on the date of passing the resolution approving the General Mandate.

EGM

The notice convening the EGM is set out on pages 12 to 15 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the EGM in accordance with the instructions printed thereon and deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the EGM. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the EGM if so wished.

VOTING BY WAY OF 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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions to be considered and, if thought fit, passed at the EGM will be voted by way of poll by the Shareholders. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company and its subsidiaries. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading; and all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RECOMMENDATIONS

The Directors are of the opinion that the Proposed Change of Company Name, the General Mandate and the Repurchase Mandate are in the best interest of the Company and its Shareholders as a whole and therefore the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular and the notice of the EGM.

Yours faithfully,
For and on behalf of the Board of
Brilliance Worldwide Holdings Limited
Liu Sit Lun
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the EGM authorising the Repurchase Mandate.

This explanatory statement contains information required pursuant to Rules 13.08 and 13.09 of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, a total of 692,000,000 Shares were in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the EGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 69,200,000 Shares representing not more than 10% of the number of the issued Shares of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the repurchase mandate would be in the best interests of the Company and its Shareholders. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their attributable percentage interest in the Shares of the Company would increase in proportion to the number of Shares repurchased by the Company. The Directors will only make such repurchases in circumstances where they consider them to be beneficial to the Company and its Shareholders.

3. FUNDING FOR REPURCHASE

Repurchases by the Company must be funded out of funds legally available for such purpose in accordance with the Articles of Association of the Company, the applicable laws of the Cayman Islands and the GEM Listing Rules. A listed GEM company is prohibited from repurchasing its own 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. Subject to the foregoing, any repurchases by the Company may be made out of its profits or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles and subject to the Companies Law, out of capital and in the case of any premium payable on a repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company, or if authorized by its articles of association and subject to the Companies Law, out of capital.

The Directors propose that repurchases of Shares under the repurchase mandate in these circumstances would be financed from the Company's internal resources or working capital facilities.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

Taking into account the current working capital position of the Company, there might be a material adverse impact on the working capital or gearing position of the Company in the event that the repurchase mandate were 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 impact 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. DISCLOSURE OF INTERESTS

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

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code. Should the Directors exercise the power of the Company under the repurchase mandate, based on the current shareholding's structure of the Company as shown at below, the Directors are not aware of any obligation that would arise under the Takeovers Code.

As at the Latest Practicable Date (after the trading hours), only the following persons were interested in 10% or more of the issued share capital of the Company as recorded in the register of interests kept by the Company under the Securities (Disclosure of Interests) Ordinance and held the following number of Shares:

Name	Number of Shares	Percentage of total number of Shares in issue as at the Latest Practicable Date	Percentage of total number of Shares (assuming the repurchase mandate is exercised in full)
China Merit International Investment Inc. <i>(Note)</i>	519,000,000	75.00%	83.3%

Note: As at the Latest Practicable Date, China Merit International Investment Inc. is wholly and beneficially owned by Mr. Liu Sit Lun.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

The Directors do not propose or intend to repurchase shares which could result in less than the prescribed minimum percentage of shares in public hands (i.e. 25%). The Stock Exchange has stated that if less than 25% of the issued share capital of the Company are in the public hands, or if the Stock Exchange believes that a false market exists or may exist in the trading of the shares or that there are insufficient shares in the public hands to maintain an orderly market, it will consider exercising its discretion to suspend the dealing in the shares.

5. SHARE PRICES

The highest and lowest prices of the Shares as quoted by the Stock Exchange in each of the previous 12 months before the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2015		
May	0.370	0.230
June	0.435	0.325
July	0.355	0.180
August	0.270	0.200
September	0.240	0.200
October	0.275	0.215
November	0.265	0.220
December	0.650	0.229
2016		
January	0.780	0.405
February	0.550	0.420
March	0.640	0.530
April	0.620	0.590
May (up to the Latest Practicable Date)	0.770	0.540

6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

7. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), presently intend to sell Shares to the Company under the Repurchase Mandate in the event that the latter is granted by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Company's memorandum of association, the Articles of Association and the applicable laws of the Cayman Islands.

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

NOTICE OF EGM



BRILLIANCE WORLDWIDE HOLDINGS LIMITED

金滿堂控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8312)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Brilliance Worldwide Holdings Limited (the “**Company**”) will be held at Flat 16, 1st Floor, Wah Yiu Industrial Centre, 30–32 Au Pui Wan Street, Fotan, New Territories, Hong Kong on 23 June 2016 at 10:00 a.m. for the following purposes:

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution (with or without modifications) as a special resolution of the Company:

1. “**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Brilliance Worldwide Holdings Limited” to “China Hanya Group Holdings Limited” and adopt “中國瀚亞集團控股有限公司” as the dual foreign name in Chinese of the Company to replace its existing Chinese name “金滿堂控股有限公司”, which is currently used for identification purpose only, with effect from the date of issue of the Certificate of Incorporation on Change of Company Name by the Registrar of Companies in the Cayman Islands; and the directors of the Company (the “**Directors**”) be and are hereby authorised generally to do such acts and things and execute all documents (whether by hand, under seal or as a deed) or make such arrangements as they may consider necessary or expedient to effect the aforesaid change of name of the Company.”

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

2. (A) “**THAT**:
 - (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued

* For identification purposes only

NOTICE OF EGM

share(s) of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal value of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees (including Executive Directors) of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company, shall not be the aggregate of (i) 20% of the aggregate nominal value of the share capital of the Company in issue on the date of passing this Resolution and (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal value of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal value of the share capital of the Company in issue on the date of the passing of 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or

NOTICE OF EGM

- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution; and

“Rights Issue” means an offer of shares or issue of options to subscribe for shares of the Company open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company 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 applicable to the Company).”

(B) “THAT:

- (a) subject to paragraph (b) and (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase securities of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of shares of the Company to be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this Resolution, and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.”

NOTICE OF EGM

- (C) “**THAT** conditional upon Resolutions 2(A) and 2(B) as set out in the notice convening this meeting being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued shares pursuant to Resolution No. 2(A) as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 2(B) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this Resolution.”

By Order of the Board
Brilliance Worldwide Holdings Limited
Liu Sit Lun
Chairman

Hong Kong, 31 May 2016

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the above meeting.
3. The Register of Members of the Company will be closed from 21 June 2016 to 23 June 2016, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the forthcoming EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on 20 June 2016.
4. An Explanatory Statement regarding Resolution No. 2(B) above containing the information necessary to enable shareholders to make an informed decision as to whether to vote for or against the resolution is set out in the Appendix I to this circular.
5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00a.m. on the date of the extraordinary general meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.brillianceww.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.