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CHINA HANYA GROUP HOLDINGS LIMITED

中國瀚亞集團控股有限公司

(Formerly known as Brilliance Worldwide Holdings Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 8312)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



SUN INTERNATIONAL SECURITIES LIMITED

Reference is made to the announcements of China Hanya Group Holdings Limited (“**the Company**”) dated 23 August 2016 and 25 August 2016 (the “**Announcements**”) in relation to, among other things, the Placing. Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the Announcements.

The Board is pleased to announce that the condition precedent to the Placing Agreement has been fulfilled and the completion of the Placing took place on 9 September 2016, where a total of 48,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.63 per Placing Share.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquires, the Placees are third parties independent of and are not connected with the Company and its connected persons (as defined in the GEM Listing Rules). The gross proceeds and net proceeds from the Placing are approximately HK\$30,240,000 and HK\$29,333,000 respectively. The Company intends to utilize the net proceeds from the Placing as to (i) approximately HK\$11,600,000 for the set up of a new subsidiary in Qianhai, the PRC for the garment distribution business; (ii) approximately

HK\$15,000,000 for the payment of administrative expenses; (iii) approximately HK\$2,000,000 for the acquisition of an insurance brokerage company of up to 80% of its equity interest; and (iv) approximately HK\$733,000 as the general working capital of the Group.

None of the Placees and their respective associates becomes a substantial shareholder (as defined under the GEM Listing Rules) of the Company upon completion of the Placing.

EFFECTS ON SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company immediately before and after completion of the Placing:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
China Merit International Investment Inc. (Note 1)	515,000,000	74.4	515,000,000	69.6
Other public Shareholders	177,000,000	25.6	177,000,000	23.9
Placees (Note 2)	<u>—</u>	<u>—</u>	<u>48,000,000</u>	<u>6.5</u>
Total	<u>692,000,000</u>	<u>100.00</u>	<u>740,000,000</u>	<u>100.00</u>

Note:

- China Merit International Investment Inc., a company incorporated in British Virgin Islands on 1 July 2015 with limited liability and an investment holding company where the entire issued share capital of which is wholly owned by Mr. Liu Sit Lun, the executive Director.
- The Placees, being independent individual(s), institutional or professional investor(s), who and whose ultimate beneficial owners will be third parties independent of and not connected with the Company and its connected persons. Upon completion of the Placing, none of the Placees becomes a substantial shareholder of the Company.

By order of the Board
China Hanya Group Holdings Limited
Liu Sit Lun
Chairman

Hong Kong, 9 September 2016

As at the date of this announcement, the Board comprises of Mr. Liu Sit Lun, Mr. Ling Wing Shan, Mr. Law Kin Wah, Kenneth and Ms. Sun Wing Man, Doris as executive Directors and Mr. Lau Tak Wai, Davie, Ms. Lau Yat Ying, Karen, and Ms. Chan Hau Man as independent non- executive Directors.

This announcement, 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 announcement 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 announcement misleading.

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