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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 stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Grand Brilliance Group Holdings Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or 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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GRAND BRILLIANCE GROUP HOLDINGS LIMITED

君百延集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8372)

PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES AND PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF THE 2019 ANNUAL GENERAL MEETING

A notice convening the 2019 annual general meeting of the Company (the “2019 AGM”) to be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 18 September 2019 at 10:00 a.m. or any adjourned meeting hereof is set out on pages 15 to 18 of this circular. A form of proxy for use at the 2019 AGM is enclosed with this circular. Such form of proxy is also published on the websites of the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) at www.hkgem.com and the Company at www.grandbrilliancegroup.com.

Whether or not you are able to attend the 2019 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong) as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2019 AGM (i.e. 10:00 a.m. on Monday, 16 September 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2019 AGM or any adjourned meeting thereof if they so wish.

This circular will remain on the Stock Exchange’s website at www.hkexnews.hk, the GEM website at www.hkgem.com, on the “Latest Company Announcements” page for at least seven days from the date of its posting and on the Company’s website at www.grandbrilliancegroup.com.

28 June 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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 that 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 of the Stock Exchange 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	
1. Introduction	3
2. Proposed Granting of the Issuance Mandate and the Repurchase Mandate	4
3. Proposed Re-election of Directors	5
4. 2019 AGM and Proxy Arrangement	6
5. Recommendation	6
6. Closure of Register of Members	6
7. Statement of Responsibility	7
8. Additional Information	7
Appendix I — Explanatory Statement on the Repurchase Mandate	8
Appendix II — Details of Directors Proposed to be Re-elected at the 2019 AGM	12
Notice of the 2019 AGM	15

DEFINITIONS

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

“2019 AGM”	an annual general meeting of the Company to be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 18 September 2019 at 10:00 a.m. or any adjourned meeting hereof to consider and, if appropriate, to approve the resolutions contained in the AGM Notice which is set out on pages 15 to 18 of this circular, or any adjournment thereof
“AGM Notice”	the notice convening the 2019 AGM set out on pages 15 to 18 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company, as adopted on 1 March 2018 and amended from time to time
“Board”	the board of the Directors
“Companies Law”	the Companies Law, Cap. 22 (Laws of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Grand Brilliance Group Holdings Limited (君百延集團控股有限公司), a company incorporated in the Cayman Islands on 5 July 2017 as an exempted company with limited liability and registered in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules and in the case of the Company, the Controlling Shareholders are Ms. Wong and B&A Success Limited
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented and/or otherwise modified 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 PRC
“Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board of this circular

DEFINITIONS

“Latest Practicable Date”	21 June 2019, being the latest practicable date prior to the printing of this circular for ascertaining information in this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board of this circular
“SFO”	the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, supplemented and/or otherwise modified from time to time
“%”	per cent.



GRAND BRILLIANCE GROUP HOLDINGS LIMITED

君百延集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8372)

Executive Directors:

Ms. Wong Bik Kwan Bikie
(Chairman and Chief Executive Officer)
Mr. Chan Chun Sing

Non-executive Directors:

Dr. Miu Yin Shun Andrew
Mr. Chiu Man Wai

Independent non-executive Directors:

Mr. Ng Leung Sing *SBS, JP*
Mr. Wong Lung Wo James
Mr. Chan Ping Keung

Registered office:

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

*Principal place of business
in Hong Kong:*

Units 2901–2903 and 2905,
29/F, The Octagon
6 Sha Tsui Road
Tsuen Wan
New Territories
Hong Kong

28 June 2019

To the Shareholders,

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF THE 2019 AGM**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2019 AGM for (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the

LETTER FROM THE BOARD

extension of the Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of Directors.

2. PROPOSED GRANTING OF THE ISSUANCE MANDATE AND THE REPURCHASE MANDATE

Ordinary resolutions will be proposed at the 2019 AGM to approve the granting of the new general mandates to the Directors:

- (a) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$1,600,000 (equivalent to 160,000,000 Shares) on the basis that the existing issued share capital of the Company of 800,000,000 Shares remains unchanged as at the date of the 2019 AGM) (the “**Issuance Mandate**”);
- (b) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$800,000 (equivalent to 80,000,000 Shares) on the basis that the existing issued share capital of the Company of 800,000,000 Shares remains unchanged as at the date of the 2019 AGM) (the “**Repurchase Mandate**”); and
- (c) Subject to the passing of the aforesaid ordinary resolutions granting the Issuance Mandate and the Repurchase Mandate, to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issuance Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period which the next annual general meeting of the Company is required by the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. An explanatory statement containing information relating to the Repurchase Mandate as required pursuant to the GEM Listing Rules, in particular Rule 13.08 of the GEM Listing Rules, is set out in Appendix I to this circular. This explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate. The Directors currently have no immediate plan to exercise the Issuance Mandate or the Repurchase Mandate (if granted to the Directors at the 2019 AGM).

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 83(3) of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 84(1) of the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. As such, Mr. Ng Leung Sing *SBS, JP*, Mr. Wong Lung Wo James and Mr. Chan Chun Sing will retire by rotation at the forthcoming AGM, and being eligible, will offer themselves for re-election.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, the Nomination Committee of the Company has reviewed the re-election of the Directors through:

- (a) evaluating the perspectives, skills, experience, performance and contribution of the retiring Directors that can bring to the Board; and
- (b) assessing the independence of the independent non-executive Directors to be re-elected and considered whether they remained independent and suitable to continue to act in such roles.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

- i. all the retiring Directors contribute effectively to the operation of the Board;
- ii. the retiring independent non-executive Directors fulfill the requirements of independent non-executive directors under Rule 5.09 of the GEM Listing Rules; and are the persons of integrity and have independent personality and judgement; and
- iii. in addition to the experience, skills and knowledge of Mr. Ng Leung Sing *SBS, JP*, Mr. Wong Lung Wo James and Mr. Chan Chun Sing, the Board also considered that their cultural background, educational background and professional experience are beneficial to the Board.

Accordingly, the Nomination Committee has recommended to the Board, and the Board has resolved, to propose to re-elect each of the retiring Directors at the 2019 AGM.

The requisite details of the Directors proposed to be re-elected at the 2019 AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. 2019 AGM AND PROXY ARRANGEMENT

A notice convening the 2019 AGM to be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 18 September 2019 at 10:00 a.m. or any adjourned meeting hereof for the purpose of considering and, if thought fit, passing the resolutions as stated therein is set out on pages 15 to 18 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2019 AGM. An announcement on the poll vote results will be published by the Company after the 2019 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

The 2019 annual report incorporating the audited consolidated financial statements of the Group for the year ended 31 March 2019 and the reports of the Directors and the auditors thereon are despatched to the Shareholders together with this circular.

You will find enclosed with this circular a form of proxy for use at the 2019 AGM and such form of proxy is also published on the GEM websites at www.hkgem.com and the Company at www.grandbrilliancegroup.com. Whether or not you are able to attend the 2019 AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong) as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2019 AGM (i.e. 10:00 a.m. on Monday, 16 September 2019) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2019 AGM or any adjourned meeting thereof if they so wish, and in such event, your form of proxy shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the granting/extension of the Issuance Mandate, the Repurchase Mandate and the re-election of the retiring Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of the relevant resolutions as set out in the AGM Notice to be proposed at the 2019 AGM.

6. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' entitlement to attend and vote at the 2019 AGM, the transfer books and the register of members of the Company will be closed from Friday, 13 September 2019 to Wednesday, 18 September 2019, both days inclusive, during which period no transfer of the Shares will be registered. The record date will be Wednesday, 18 September 2019. In order to qualify for attending and voting at the 2019 AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the

LETTER FROM THE BOARD

Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, located at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong), for registration no later than 4:30 p.m. on Thursday, 12 September 2019.

For the purpose of determining the Shareholders' entitlement to the proposed final dividend and special dividend, the register of members of the Company will be closed from Wednesday, 25 September 2019 to Monday, 30 September 2019, both days inclusive, during which period no transfer of Shares will be registered. The record date will be Monday, 30 September 2019. In order to qualify for the entitlement of the proposed final dividend and special dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong), for registration no later than 4:30 p.m. on Tuesday, 24 September 2019.

7. STATEMENT OF RESPONSIBILITY

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.

8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Repurchase Mandate; and Appendix II — Details of Directors Proposed to be Re-elected at the 2019 AGM.

Yours faithfully,
By Order of the Board
Grand Brilliance Group Holdings Limited
Wong Bik Kwan Bikie
Chairman and Chief Executive Officer

The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2019 AGM in relation to the granting of the Repurchase Mandate.

1. REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

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.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the 2019 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued ordinary share capital of the Company remains unchanged as at the date of the 2019 AGM, i.e. being 800,000,000 Shares, the Directors would be authorised to exercise the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 80,000,000 Shares, being 10% of the issued share capital of the Company as at the date of the 2019 AGM. The Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

3. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the memorandum of association of the Company and the Articles, the GEM Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Under the laws of the Cayman Islands, any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 March 2019 (being the date to which the latest audited consolidated accounts of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate was to be carried out in full during the proposed repurchase period.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

4. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the Controlling Shareholders, namely, Ms. Wong Bik Kwan Bikie and B&A Success Limited, control 71.18% and 69.68% interest respectively in the issued share capital of the Company as at the Latest Practicable Date.

In the event that the Repurchase Mandate was exercised in full, the interest of the Controlling Shareholders, in proportion, would be increased from 71.18% and 69.68% respectively to approximately 79.09% and 77.42% respectively. On the basis of the aforesaid increase of shareholding held by the Controlling Shareholders, in proportion, the Directors are not aware of any consequences of such repurchases of the Shares that would result in a Shareholder, or a group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or a group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Shares in public hands.

5. GEM LISTING RULES RELATING TO REPURCHASE OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the Company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by a specific approval of a particular transaction, and that the shares to be repurchased must be fully paid up.

6. UNDERTAKING OF THE DIRECTORS

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

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules) has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell the Shares to the Company. No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that they have a present intention to sell the Shares to the Company, or that they have undertaken not to sell any of the Shares held by them to the Company, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices of the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Share Price (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
June	0.228	0.187
July	0.196	0.141
August	0.166	0.111
September	0.235	0.102
October	0.123	0.092
November	0.119	0.095
December	0.109	0.096
2019		
January	0.117	0.091
February	0.110	0.100
March	0.137	0.105
April	0.135	0.110
May	0.119	0.094
June (up to the Latest Practicable Date)	0.099	0.091

The biographical details of the Directors proposed to be re-elected at the 2019 AGM are set out as follows:

Mr. Ng Leung Sing *SBS, JP* (吳亮星先生) (“**Mr. Ng**”), aged 69, was appointed as the independent non-executive Director on 1 March 2018. He is also the chairman of the Nomination Committee.

Mr. Ng has served as a director in Bank of China (Hong Kong) Trustees Limited since August 2009, an organisation whose principal business is in the provision of trust services. He has also served as a director in Hong Kong Mortgage Corporation Limited from April 2014 to April 2018. He is also an independent non-executive director of SmarTone Telecommunications Holdings Limited (stock code: 315), Nine Dragons Paper (Holdings) Limited (stock code: 2689) and Hanhua Financial Holding Company Limited (stock code: 3903), all of which the shares are listed on the Hong Kong Stock Exchange.

In addition, he has served as a Hong Kong deputy to the 10th, 11th, 12th and 13th National People’s Congress of the People’s Republic of China (“**PRC**”) since March 2003. He was previously a member of the Legislative Council of Hong Kong from 1998 to 2004 and 2012 to 2016, and a member of the Provisional Legislative Council of Hong Kong from 1996 to 1998. Moreover, he held the position of the trustee in the Hong Kong Government Land Fund from 1988 to 1997. He served as a Chinese representative in Sino-British Land Commission from 1988 to 1997. Mr. Ng obtained a Diploma in Chinese Law from the University of East Asia, Macau (currently known as the University of Macau) in May 1987.

Pursuant to the appointment letter, the appointment of Mr. Ng is for an initial term of one year commencing from 1 March 2018 and can be terminated by either party by giving at least one month’s notice in writing. Mr. Ng is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. For the financial year ended 31 March 2019, Mr. Ng’s remuneration is HK\$120,000 per annum, which is commensurate with his duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Mr. Ng will not be entitled to any bonus payment.

Save as disclosed above, Mr. Ng has not held directorship in other listed company during the past three years. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have other relationships with any directors, senior management, or other substantial or controlling Shareholder(s) of the Company for the purpose of the GEM Listing Rules. There is no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information that are required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there is no other matters which need to be brought to the attention of the Shareholders. As at the Latest Practicable Date, Mr. Ng is not interested in any Shares of the Company within the meaning of Part XV of the SFO.

Mr. Wong Lung Wo James (黃龍和先生) (“Mr. Wong”), aged 64, was appointed as the independent non-executive Director on 1 March 2018. He is also the chairman of the Audit Committee and a member of the Remuneration Committee.

Mr. Wong obtained a Higher Diploma in Accountancy from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in October 1977. Mr. Wong is currently a member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants and a fellow of The Hong Kong Institute of Chartered Secretaries. He was admitted an associate of The Association of Certified Accountants in May 1980, The Hong Kong Society of Accountants in January 1982, The Taxation Institute of Hong Kong in June 1982 and a fellow of the Chartered Association of Certified Accountants in May 1985. Mr. Wong was also admitted an associate of The Institute of Chartered Secretaries and Administrators in September 1980 and was subsequently elected its fellow in October 2013.

From June 1980 to November 2005, Mr. Wong has served as various roles in HSBC Holdings plc (stock code: 005), of which the share is listed on the Hong Kong Stock Exchange, for credit, syndications, project finance, securities custody, corporate banking and branches management. Mr. Wong worked in Computershare Hong Kong Investor Services Limited (“**Computershare Hong Kong**”) from December 2005 to December 2017 with his last position as chief executive officer Asia. He has been appointed as a senior executive advisor by Computershare Hong Kong from January 2018 to June 2018. Computershare Hong Kong is currently a subsidiary of Computershare Limited (stock code: CPU) which is listed on the Australian Securities Exchange Limited and whose principal business is in the provision of registry service, employee share plan managers, shareholder identification and proxy solicitation solutions, governance services and global solutions.

Pursuant to the appointment letter, the appointment of Mr. Wong is for an initial term of one year commencing from 1 March 2018 and can be terminated by either party by giving at least one month’s notice in writing. Mr. Wong is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. For the financial year ended 31 March 2019, Mr. Wong’s remuneration is HK\$120,000 per annum, which is commensurate with his duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Mr. Wong will not be entitled to any bonus payment.

Mr. Wong has not held directorship in other listed company during the past three years. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have other relationships with any directors, senior management, or other substantial or controlling Shareholder(s) of the Company for the purpose of the GEM Listing Rules. There is no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information that are required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there is no other matters which need to be brought to the attention of the Shareholders. As at the Latest Practicable Date, Mr. Wong is not interested in any Shares of the Company within the meaning of Part XV of the SFO.

Mr. Chan Chun Sing (陳震昇先生) (“**Mr. C.S. Chan**”), aged 35, is the executive Director, chief financial officer and company secretary of the Group. Mr. C.S. Chan joined the Group on 12 February 2016 and was appointed as the executive Director and company secretary on 18 September 2017. Mr. C.S. Chan is primarily responsible for overseeing accounting, financial management, company secretarial and internal control matters of the Group.

Mr. C.S. Chan obtained a degree of Bachelor of Business Administration in Accounting and Finance from the University of Hong Kong in December 2005. He is a member of the Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Chartered Secretaries.

Mr. C.S. Chan has more than 13 years of experience in accounting, auditing and financial management. Prior to joining the Group, Mr. C.S. Chan worked in an international accounting firm from September 2005 to September 2010. For the period from September 2010 to March 2015, he served as accounting manager of Haton Polymer Limited, a subsidiary of China Lumena New Material Corp. (stock code: 67). He was then employed by Hong Kong Huafa Investment Holdings Limited, a subsidiary of a state-owned enterprise in Zhuhai, as the vice director of finance department from May 2015 to January 2016.

Pursuant to the service agreement, the appointment of Mr. C.S. Chan is for a term of three years commencing from 1 March 2018 and his appointment would continue thereafter unless and until terminated by either party by giving at least three months notice in writing. Mr. C.S. Chan is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr. C.S. Chan’s remuneration is HK\$945,000 per annum, which is commensurate with his duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Mr. C.S. Chan is entitled to a discretionary bonus to be determined by the Board and remuneration committee. The Company has distributed HK\$150,000 bonus to Mr. C.S. Chan for the financial year ended 31 March 2019.

Mr. C.S. Chan has not held directorship in other listed company during the past three years. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have other relationships with any directors, senior management, or other substantial or controlling shareholder(s) of the Company for the purpose of the GEM Listing Rules. There is no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information that are required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there is no other matters which need to be brought to the attention of the Shareholders. As at the Latest Practicable Date, Mr. C.S. Chan has an interested in share option of the Company to subscribe for 10,000,000 Shares within the meaning of Part XV of the SFO.



GRAND BRILLIANCE GROUP HOLDINGS LIMITED

君百延集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8372)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Grand Brilliance Group Holdings Limited (the “**Company**”) will be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 18 September 2019 at 10:00 a.m. for the purpose of considering the following ordinary business:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 31 March 2019.
2. To re-appoint BDO Limited as the auditor of the Company and to authorise the board of the Directors to fix its remuneration.
3. (a) To re-elect Mr. Ng Leung Sing *SBS, JP* as an independent non-executive Director.
(b) To re-elect Mr. Wong Lung Wo James as an independent non-executive Director.
(c) To re-elect Mr. Chan Chun Sing as an executive Director.
(d) To authorise the board of the Directors to fix the respective Directors’ remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF THE 2019 AGM

- (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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 paragraphs (a) and (b) of this resolution above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attached to any convertible securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of any options granted under the share option scheme(s) adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association (the “**Articles**”) of the Company from time to time,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time of 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 laws of the Cayman Islands or the Company’s Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF THE 2019 AGM

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby, generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the time of 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 laws of the Cayman Islands or the Company’s Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF THE 2019 AGM

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions 4 and 5 as set out in this notice convening the Meeting (the “**Notice**”), the general mandate granted to the Directors pursuant to ordinary resolution 4 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 5 as set out in this Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board
Grand Brilliance Group Holdings Limited
Chan Chun Sing
Company Secretary

Hong Kong, 28 June 2019

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a shareholder of the Company. On a poll, votes may be given either personally or by proxy.
2. In order to be valid, the instrument appointing a proxy and (if required by the board of the Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong) not less than 48 hours before the time scheduled for holding the Meeting (i.e. 10:00 a.m. on Monday, 16 September 2019) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
4. To ascertain shareholders’ eligibility to attend and vote at this Meeting, the register of members of the Company will be closed from Friday, 13 September 2019 to Wednesday, 18 September 2019, both days inclusive, during which period no transfer of shares will be registered. The record date will be Wednesday, 18 September 2019. In order to qualify for attending and voting at the Meeting, unregistered holders of shares of the Company should ensure that all completed transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong) for registration no later than 4:30 p.m., on Thursday, 12 September 2019.

In addition, for determining the Shareholders’ entitlement to the proposed final dividend and special dividend, the register of members of the Company will be closed from Wednesday, 25 September 2019 to Monday, 30 September 2019, both days inclusive, during which period no transfer of shares will be registered. The record date will be Monday, 30 September 2019. In order to qualify for the entitlement of the proposed final dividend and special dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (on or before 10 July 2019: Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong), for registration no later than 4:30 p.m. on Tuesday, 24 September 2019.