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 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, 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.

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)

(i) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND SELL OR TRANSFER TREASURY SHARES AND TO REPURCHASE SHARES; (ii) RE-ELECTION OF DIRECTORS; (iii) RE-APPOINTMENT OF RETIRING AUDITOR; AND (iv) NOTICE OF THE 2026 ANNUAL GENERAL MEETING

A notice convening the 2026 AGM of the Company to be held at Units 2901–2903 and 2905, 29/F., The Octagon, 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong on Friday, 11 September 2026 at 10:00 a.m. or any adjourned meeting hereof is set out on pages 16 to 20 of this circular. A form of proxy for use at the 2026 AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.grandbrilliancegroup.com.

Whether or not you are able to attend the 2026 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2026 AGM (i.e. 10:00 a.m. on Wednesday, 9 September 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2026 AGM or any adjourned meeting thereof if they so wish.

The Company will not distribute gifts and provide refreshments or drinks at the annual general meeting.

This circular will remain on the Stock Exchange's website at www.hkexnews.hk 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.

22 July 2026

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

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

"2026 AGM"	an annual general meeting of the Company to be held at Units 2901–2903 and 2905, 29/F., The Octagon, 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong on Friday, 11 September 2026 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the AGM Notice which is set out on pages 16 to 20 of this circular, or any adjournment thereof
"AGM Notice"	the notice convening the 2026 AGM set out on pages 16 to 20 of this circular
"Articles" or "Articles of Association"	the third amended and restated articles of association of the Company as amended and restated, supplemented or modified from time to time
"Auditor"	the auditor of the Company
"Board"	the board of the Directors
"Companies Act"	the Companies Act, Cap. 22 (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 Bik Kwan Bikie 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
"Latest Practicable Date"	16 July 2026, 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 Futures 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
"Treasury Shares"	shares repurchased and held by the Company in treasury as authorised by the laws of the Cayman Islands and/or the Articles of Association
"%"	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 Director:
Ms. Wong Bik Kwan Bikie
(Chairman and Chief Executive Officer)

Non-executive Directors:
Dr. Miu Yin Shun Andrew
Mr. Chiu Man Wai

Independent non-executive Directors:
Mr. Ng Leung Sing *SBS, JP*
Mr. Chow Ming Po Aaron
Mr. Chiu Fan Wa

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

22 July 2026

To the Shareholders,

Dear Sir or Madam,

(i) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND SELL OR TRANSFER TREASURY SHARES AND TO REPURCHASE SHARES; (ii) RE-ELECTION OF DIRECTORS; (iii) RE-APPOINTMENT OF RETIRING AUDITOR; AND (iv) NOTICE OF THE 2026 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the 2026 AGM for (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of Directors and (v) the re-appointment of retiring Auditor.

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

Ordinary resolutions will be proposed at the 2026 AGM to approve the granting of the new general mandates to the Directors:

(a) to allot, issue or deal with (including issue of new Shares and sale or transfer of Treasury Shares) new Shares not exceeding in aggregate 20% of the aggregate number of issued Shares (excluding Treasury Shares) at the date of passing such resolution (i.e. 160,000,000 new Shares on the basis that the existing issued Share of the Company of 800,000,000 Shares remains unchanged as at the date of the 2026 AGM) (the "**Issuance Mandate**") and to include under the mandate authorisation to sell and transfer Treasury Shares in accordance with amendment to the GEM Listing Rules;

(b) to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding Treasury Shares) on the GEM as at the date of passing such resolution (i.e. 80,000,000 Shares on the basis that the existing issued Share of the Company of 800,000,000 Shares remains unchanged as at the date of the 2026 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 including the number of 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 within 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 2026 AGM).

3. RE-ELECTION OF DIRECTORS

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. Ms. Wong Bik Kwan Bikie, an executive director and Mr. Chow Ming Po Aaron, an independent non-executive director who was appointed in 2021, will retire by rotation at the 2026 AGM, and being eligible, 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 evaluating the perspectives, skills, experience, performance and contribution of the retiring Directors that can bring to the Board.

The nomination committee of the Company had assessed and reviewed the written confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in rule 5.09 of the GEM Listing Rules, including Mr. Chow Ming Po Aaron and confirmed that all of them remain independent. As such, the nomination committee of the Company is satisfied that Mr. Chow Ming Po Aaron is able to continue to independently fulfill his role as independent non-executive director and recommends the same to the Board.

After due evaluation and assessment, the Nomination Committee is of the opinion that all the retiring Directors contribute effectively to the operation of the Board.

Accordingly, the Nomination Committee has recommended to the Board, and the Board has resolved, to propose to re-elect Ms. Wong Bik Kwan Bikie and Mr. Chow Ming Po Aaron as Directors at the 2026 AGM by way of separate resolution.

The requisite details of the Directors proposed to be re-elected at the 2026 AGM are set out in Appendix II to this circular.

4. RE-APPOINTMENT OF RETIRING AUDITOR

The Board proposed the re-appointment of BDO Limited ("**BDO**") as the Auditor of the Company and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the 2026 Annual General Meeting.

It is expected that the audit fee for the year ending on 31 March 2027 will be approximately HK$600,000, similar to the annual audit fee for audit services for the year ended 31 March 2026 of approximately HK$600,000. This estimate is based on discussions between the Company and BDO, taking into account the current audit fee, and the complexity of the Company's operations, the planned business activities for the period, the expected audit scope, the proposed audit timetable, and BDO's resources required to perform the audit, which are expected to be similar previous reporting year. The estimated fee is a fair and reasonable assessment based on the facts and circumstances known at the relevant time and is provided for illustrative purposes only; it may be subject to adjustment prior to the final determination of the audit fee.

5. 2026 AGM AND PROXY ARRANGEMENT

A notice convening the 2026 AGM to be held at Units 2901–2903 and 2905, 29/F., The Octagon, 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong on Friday, 11 September 2026 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 16 to 20 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 2026 AGM. An announcement on the poll vote results will be published by the Company after the 2026 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

The 2026 annual report incorporating the audited consolidated financial statements of the Group for the year ended 31 March 2026 and the reports of the Directors and the auditors thereon are despatched to the Shareholders together with this circular by post or by electronic means.

You will find a form of proxy enclosed with this circular for use at the 2026 AGM and such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.grandbrilliancegroup.com. Whether or not you are able to attend the 2026 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2026 AGM (i.e. 10:00 a.m. on Wednesday, 9 September 2026) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the 2026 AGM or any adjourned meeting thereof if they so wish, and in such event, your form of proxy shall be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the granting/extension of the Issuance Mandate, the Repurchase Mandate, the re-election of the retiring Directors who offer themselves for re-election and the re-appointment of retiring Auditor 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 2026 AGM.

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 2026 AGM.

Yours faithfully,
For and on behalf of
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 in relation to the granting of the Repurchase Mandate to be proposed at the 2026 AGM.

1. 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 2026 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued ordinary shares of the Company remain unchanged as at the date of the 2026 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 shares of the Company (excluding Treasury Shares) as at the date of the 2026 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.

As at the Latest Practicable Date, the Company has no shares repurchased nor holds any Treasury Shares. The Company may cancel Shares repurchased or hold Shares repurchased as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchase(s) and in accordance with the relevant laws and regulations.

For the Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall:

(i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company; and

(ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and

(iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

2. 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.

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 Act, 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.

As compared with the financial position of the Company as at 31 March 2026 (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, together control approximately 71.00% interest in the issued share capital of the Company. As a result, each of the Controlling Shareholders is deemed to be interested in such 568,028,001 Shares, representing approximately 71.00% of 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 approximately 71.00% to approximately 78.89%. On the basis of the aforesaid increase in proportion of shareholding held by the Controlling Shareholders, 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. DIRECTORS STATEMENT AND CONNECTED PERSONS

The Directors will only exercise the powers of the Company to make repurchases pursuant to the Repurchase Proposal in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Directors confirmed that neither this explanatory statement nor the Repurchase Proposal has any unusual features.

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.

7. 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.

8. 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	**Lowest**
	HK$	*HK$*
2025		
June	0.130	0.118
July	0.126	0.113
August	0.117	0.108
September	0.121	0.108
October	0.112	0.096
November	0.120	0.105
December	0.145	0.113
2026		
January	0.138	0.125
February	0.141	0.130
March	0.142	0.127
April	0.180	0.125
May	0.149	0.130
June	0.161	0.132
July (up to the Latest Practicable Date)	0.139	0.130

The biographical details of the Directors proposed to be re-elected at the 2026 AGM are set out as follows:

Ms. Wong Bik Kwan Bikie (黃碧君女士) ("**Ms. Wong**"), aged 57, is the Chairman, chief executive officer ("**CEO**") and executive Director. Ms. Wong is also a member of the remuneration committee and nomination committee and compliance officer of the Company. Ms. Wong founded the Group in November 1997. Ms. Wong was appointed as the Director on 5 July 2017 and was redesignated as the executive Director on 18 September 2017 and appointed as the Chairman and the CEO on 1 March 2018. Ms. Wong also serves as a director of all of the subsidiaries of the Company. Ms. Wong is responsible for overseeing management and strategic planning and development of the Group's business operations. Ms. Wong is the spouse of Dr. Miu Yin Shun Andrew, the non-executive Director.

Ms. Wong has over 32 years of experience in the medical device industry in Hong Kong. She obtained a Diploma in General Nursing from The Hong Kong Hospital Services Department School of General Nursing in July 1990. She subsequently obtained a degree of Master of Business Administration in September 1999 from the University of South Australia.

Ms. Wong was bestowed with the "GBA Outstanding Women Entrepreneur Awards 2018" by the Hong Kong Small and Medium Enterprises Association and Metro Finance in December 2018, "Junzi Corporation Award" by The Hang Seng University of Hong Kong in October 2019 and was granted the "Chinese Role Model. 2019 Outstanding Women" by the Central Newsreel & Documentary Film Studio of China Central Television. Ms. Wong is a Vice Chairperson of Yan Oi Tong, Executive Chairperson of Greater Bay Area Hong Kong Women Entrepreneurs Association and a Vice President of Federation of Hong Kong Zhuhai Community.

Pursuant to the service agreement, the appointment of Ms. Wong is for a term of three years and her appointment would continue thereafter unless and until terminated by either party by giving at least three months' notice in writing. Ms. Wong is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Ms. Wong's remuneration, excluding discretionary bonus, is HK$4,194,000 per annum, which is commensurate with her duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Ms. Wong is entitled to a discretionary bonus to be determined by the Board and remuneration committee. The Company has distributed HK$1,674,000 bonus to Ms. Wong for the year ended 31 March 2026.

As at the Latest Practicable Date, the interests of Ms. Wong in the issued share capital of the Company (within the meaning of Part XV of the SFO) are set out below:

Name of director/ chief executive	Name of Group member/associated corporation	Nature of interest	Number of Shares	Aggregate approximate percentage of shareholding
Ms. Wong	the Company	Interest in a controlled corporation	568,028,001 *(Note)*	71.00%
	B&A Success Limited	Beneficial interest	100 shares of US$1.00 each	100%

Note: The Shares are registered in the name of B&A Success Limited, the entire issued share capital of which is legally and beneficially owned by Ms. Wong. Under the SFO, Ms. Wong is deemed to be interested in the same number of Shares held by B&A Success.

Ms. Wong has not held directorship in other listed company during the past three years. She is a director and ultimate shareholder of B&A Success Limited, a controlling Shareholder. Save as disclosed above, she 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 her 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.

Mr. Chow Ming Po Aaron ("**Mr. Chow**"), aged 53, was appointed as the independent non-executive Director on 21 June 2021. He is also chairman and member of the remuneration committee and members of the audit committee and the nomination committee of the Company. He is a practicing solicitor in Hong Kong. Mr. Chow obtained his Bachelor of Laws degree and Postgraduate Certificate in Laws from the University of Hong Kong respectively in 1995 and 1996. Mr. Chow was admitted as a solicitor of the High Court of Hong Kong in 1998. Mr. Chow is one of the founders of V. Hau & Chow, a firm of solicitors in Hong Kong, and has been a partner of the firm since 2006. Mr. Chow currently serves as the legal adviser for the Hong Kong Pui Ching Alumni Association Limited and an honorary legal adviser for the Hong Kong Chinese Civil Servants' Association and an honorary legal advisor for the Greater Bay Area Hong Kong Women Entrepreneurs Association.

He has been an independent non-executive director of Wan Leader International Limited since June 2019.

Pursuant to the appointment letter, the appointment of Mr. Chow is for a term of three years and can be terminated by either party by giving at least one month's notice in writing. Mr. Chow is subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company. Mr. Chow'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.

As at the Latest Practicable Date, the interests of Mr. Chow in the issued share capital of the Company (within the meaning of Part XV of the SFO) are set out below:

Name of Director/ chief executive	Name of Group member/associated corporation	Nature of interest	Number of Shares	Approximate percentage of shareholding
Mr. Chow	the Company	Beneficial owner	7,810,000	0.98%

Save as disclosed above, Mr. Chow 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 GEM Listing Rules. There is no other matters relating to his re-election that need to be brought to the attention of the shareholders of the Company 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 of the Company.

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 Units 2901–2903 and 2905, 29/F., The Octagon, 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong on Friday, 11 September 2026 at 10:00 a.m. for the purpose of considering the following ordinary businesses:

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 for the year ended 31 March 2026.

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 Ms. Wong Bik Kwan Bikie as an executive Director.

   (b) To re-elect Mr. Chow Ming Po Aaron as an independent non-executive Director.

   (c) To authorise the board of the Directors to fix the remuneration of the Directors for the year ending 31 March 2027.

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, and pursuant to the Rules Governing the Listing of Securities (the "**GEM Listing Rules**") on the GEM (the "**GEM**") of The Stock Exchange of Hong Kong Limited (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 unissued shares of HK$0.01 each in the share capital of the Company (the "**Shares**") and to sell or transfer Shares repurchased and held by the Company in treasury ("**Treasury Shares**") and to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares and/or to acquire Treasury Shares) which would or 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 during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares and/or to acquire Treasury Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;

(c) the total number of Shares allotted, issued and dealt or agreed conditionally or unconditionally to be allotted, issued and dealt and Treasury Shares to be sold or transferred or agreed conditionally or unconditionally to be sold or transferred (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution (otherwise than pursuant to (i) a rights issue, (ii) an issue of Shares or a sale or transfer of Treasury Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares and/or to acquire Treasury Shares, (iii) an issue of Shares or transfer of Treasury Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme 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 the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares or transfer of Treasury Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, or (v) a specific authority granted by the shareholders of the Company in general meeting) shall not exceed 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of 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.

"**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 (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 on GEM or on any other stock exchange on which the Shares may be listed and which 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 the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of Shares (excluding Treasury Shares) in issue as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution) and the said approval shall be limited accordingly; and

(c) 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."

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

"**THAT** subject to the passing of ordinary resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 above be and is hereby extended by the addition to the total number of shares of the Company in issue which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of a number representing the total number of Shares repurchased by the Company pursuant to ordinary resolution no. 5 above, provided that such extended number of Shares shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution)."

By order of the Board
Grand Brilliance Group Holdings Limited
Lee Ka Man
Company Secretary

Hong Kong, 22 July 2026

Notes:

1. The annual general meeting will be held in a form of physical meeting. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time scheduled for holding the Meeting (i.e. 10:00 a.m. on Wednesday, 9 September 2026) 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 Tuesday, 8 September 2026 to Friday, 11 September 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for attending this Meeting is Tuesday, 8 September 2026. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m., on Monday, 7 September 2026.

5. If a Typhoon Signal No. 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is in force on the date of the meeting, the meeting will be arranged as follows:

   (i) Typhoon Signal No. 8 (or above) is hoisted, or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is in force but lowered at or before 7:00 a.m. on Friday, 11 September 2026, the meeting will be held as scheduled at 10:00 a.m. on the same day at the same venue; or

   (ii) Typhoon Signal No. 8 (or above) is hoisted, or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is in force or remains hoisted at 7:00 a.m. on Friday, 11 September 2026, but lowered at or before 12:00 noon, the AGM will be postponed to 4:00 p.m. on the same day at the same venue; or

   (iii) Typhoon Signal No. 8 (or above) is hoisted, or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is in force or remains hoisted at 7:00 a.m. on Friday, 11 September 2026, but lowered after 12:00 noon, the AGM will not be held on that day but will be automatically postponed. The Company will post an announcement on the Company's website and the HKEXnews website to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.