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

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

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BRILLIANCE WORLDWIDE HOLDINGS LIMITED

金滿堂控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8312)

**NOTICE OF ANNUAL GENERAL MEETING
PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES AND
RE-ELECTION OF DIRECTORS**

A notice convening an annual general meeting of Brilliance Worldwide Holdings Limited (the “Company”) to be held at the conference room of Flat 16, 1/F., Wah Yiu Industrial Centre, 30-32 Au Pui Wan Street, Fotan, New Territories, Hong Kong on Monday, 30th March, 2015 at 10:00 a.m. is set out on pages 1 to 4 of this circular which was despatched to shareholders of the Company on 31st December, 2014. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time of the meeting to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

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

* *identification purposes only*

31st December, 2014

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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NOTICE OF ANNUAL GENERAL MEETING



BRILLIANCE WORLDWIDE HOLDINGS LIMITED

金滿堂控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8312)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Brilliance Worldwide Holdings Limited (the “Company”) will be held at the conference room of Flat 16, 1/F, Wah Yiu Industrial Centre, 30-32 Au Pui Wan Street, Fotan, New Territories, Hong Kong on Monday, 30th March, 2015 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 30th September, 2014;
2.
 - (a) To re-elect Mr. Ko Yuk Tong as an executive director;
 - (b) To re-elect Mr. Li Kai Far Peter as an independent non-executive director;
 - (c) To re-elect Mr. Li Xiao Dong as an independent non-executive director;
 - (d) To authorise the Board of Directors to fix their remuneration;
3. To re-appoint the Company’s auditors and to authorise the Board of Directors to fix their remuneration;

AS SPECIAL BUSINESS

4. To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:
 - (A) **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued share(s) of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;

* *identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;

- (c) the aggregate nominal value of share capital to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees (including Executive Directors) of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company, shall not be the aggregate of (i) 20% of the aggregate nominal value of the share capital of the Company in issue on the date of passing this Resolution and (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal value of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal value of the share capital of the Company in issue on the date of the passing of this Resolution); and the said approval shall be limited accordingly and

- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or the Companies Law of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or

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

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares or issue of options to subscribe for shares of the Company open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) **“THAT:**

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

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon Resolution Nos. 4(A) and 4(B) as set out in the notice convening this meeting being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued shares pursuant to Resolution No. 4(A) as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 4(B) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this Resolution.”

By Order of the Board of Directors
Brilliance Worldwide Holdings Limited
Ko Chun Hay Kelvin
Chairman

Hong Kong, 31st December, 2014

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting.
3. The Register of Members of the Company will be closed from Thursday, 26th March, 2015 to Monday, 30th March, 2015, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 25th March, 2015.
4. An Explanatory Statement regarding Resolution Nos. 4(A), 4(B) and 4(C) above containing the information necessary to enable shareholders to make an informed decision as to whether to vote for or against the resolutions will be set out in the following sections of this circular.
5. Under the Company’s Articles, Mr. Ko Yuk Tong, Mr. Li Kar Fai Peter and Mr. Li Xiao Dong will retire from their office of Directors upon conclusion of the annual general meeting. The said Directors being eligible offer themselves for re-election.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.brillianceww.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

RESPONSIBILITY STATEMENT

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

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held on Monday, 30th March, 2015 at 10:00 a.m. at the conference room of Flat 16, 1/F., Wah Yiu Industrial Building, 30-32 Au Pui Wan Street, Fotan, New Territories, Hong Kong, the notice of which is set out on pages 1 to 4 of this circular and any adjournment thereof
“Articles”	the articles of association of the Company adopted pursuant to a written resolution passed by all shareholders of the Company on 3rd November, 2010 and as amended from time to time
“associate(s)”	has the meaning described thereto under the GEM Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong
“Company”	Brilliance Worldwide Holdings Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on GEM
“connected person”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	30th December, 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



BRILLIANCE WORLDWIDE HOLDINGS LIMITED

金滿堂控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8312)

Executive Directors:

Mr. Ko Yuk Tong (CEO)

Mr. Ko Chun Hay Kelvin (Chairman)

Independent Non-Executive Directors:

Mr. Li Kar Fai Peter

Mr. Zhang Qing

Mr. Li Xiao Dong

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Flat 16, 1st Floor

Wah Yiu Industrial Centre

30-32 Au Pui Wan Street

Fotan, New Territories

Hong Kong

31st December, 2014

To the Shareholders

Dear Sir or Madam,

PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES AND RE-ELECTION OF DIRECTORS

INTRODUCTION

The purpose of this circular is to give you information regarding the ordinary resolutions to repurchase Shares, to issue new Shares and to seek your approval of the resolutions in relation thereto to be proposed at the Annual General Meeting.

* identification purposes only

LETTER FROM THE BOARD

Three respective ordinary resolutions will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company (i) to make repurchases on the Stock Exchange of the Company's fully paid up Shares representing up to a maximum of 10% of the existing issued share capital of the Company (ii) to issue new Shares up to 20% of the issued share capital of the Company, and (iii) to increase the number of Shares which the Directors may issue under the general mandate by the number of Shares repurchased under the repurchase mandate. One ordinary resolution will be proposed at the Annual General Meeting to re-elect the retired directors.

Under the GEM Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is prepared for such purpose.

EXPLANATORY STATEMENT ON REPURCHASE MANDATE

The explanatory statement as required under the GEM Listing Rules to provide the requisite information to you for consideration of the proposed grant of the repurchase mandate is set out below:

GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their Shares on GEM subject to certain restrictions, the most important of which are summarized as below. The Company is empowered by its Memorandum and the Articles of Association and the Companies Ordinance to repurchase its own Shares.

(a) Shareholders' approval

The GEM Listing Rules provide that all on-market shares repurchases by a company with its primary listing on GEM must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval with reference to a specific transaction.

Under the GEM Listing Rules and the Companies Ordinance, the shares which are proposed to be purchased by a company must be fully paid up.

(b) Source of funds

Repurchases must be funded out of funds which are legally available for the purpose in accordance with the Company's Memorandum and Articles of Association and the Companies Ordinance. Any repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Ordinance, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the Company out of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Ordinance.

LETTER FROM THE BOARD

(c) Maximum number of shares to be purchased and subsequent issues

A maximum of 10% of fully-paid issued share capital of the Company at the date of passing the relevant resolution at the Annual General Meeting may be repurchased on GEM.

GENERAL MANDATES TO BE GRANTED TO DIRECTORS TO MAKE ON-MARKET REPURCHASES OF SHARES AND TO ISSUE NEW SHARES

Pursuant to the resolution of the last annual general meeting on 11th June, 2013, the Directors were granted a general mandate to allot, issue and deal with Shares in the capital of the Company and a general mandate to repurchase Shares on GEM. These mandates will expire at the conclusion of the forthcoming Annual General Meeting. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Director will seek the approval of the Shareholders for the grant of the general mandate and the repurchase mandate as provided under resolutions 4(A) to 4(C) in the notice of the Annual General Meeting.

Ordinary resolution 4(A) contained in the notice of the Annual General Meeting relates to the granting of a general mandate to the Directors to issue new Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing of the resolution. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (d) of the ordinary resolution 4(A). In addition, subject to the approval by the Shareholders of the ordinary resolution 4(C) contained in the notice of the Annual General Meeting, the number of Shares purchased by the Company under the repurchase mandate will also be added to the 20% general mandate as mentioned above. The Directors have no immediate plan to allot and issue any new Shares other than such Shares which may fall to be issued upon the exercise of any options granted under the Share Option Scheme.

Ordinary resolution 4(B) contained in the notice of the Annual General Meeting relates to the granting of a buy back mandate to the Directors to repurchase, on the Stock Exchange, Shares of the company up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the resolution (the repurchase mandate). The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (c) of ordinary resolution 4(B).

Ordinary resolution 4(C) contained in the notice of the Annual General Meeting relates to the extension of the general mandate to be granted to the Directors to issue new Shares during the relevant period by adding to it the aggregate nominal amount of Shares (if any) purchased under the repurchase mandate. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next Annual General Meeting of the Company, or any earlier date as referred to in paragraph (d) of ordinary resolution 4(A).

LETTER FROM THE BOARD

REASONS FOR SHARE REPURCHASES

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

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 692,000,000 Shares.

Subject to the passing of ordinary resolution 4(B), the Company would be allowed under the repurchase mandate to repurchase a maximum of 69,200,000 Shares, i.e. 10% of the total issued shares as at the date of passing of the resolutions (the repurchase mandate), on the basis that no Shares will be issued or repurchased prior to the date of the Annual General Meeting.

Subject to the passing of ordinary resolution 4(A), the Company would be allowed under the mandate to issue a maximum of 138,400,000 Shares, i.e. 20% of the total issued shares as at the date of passing of the resolutions on the basis that no Shares issued or repurchased prior to the date of the Annual General Meeting.

FUNDING OF REPURCHASES

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

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

Taking into account the current working capital position of the Company, there might be a material adverse impact on the working capital or gearing position of the Company in the event that the repurchase mandate were to be carried out in full at any time during the proposed repurchase period.

LETTER FROM THE BOARD

However, the Directors do not propose to exercise the repurchase mandate to such extent as would in the circumstances have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

MARKET PRICES

The highest and lowest market prices at which Shares traded on the GEM in the past 12 months, up to the Latest Practicable Date on the GEM were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
December	0.131	0.110
2014		
January	0.120	0.096
February	0.123	0.103
March	0.208	0.115
April	0.201	0.141
May	0.140	0.110
June	0.170	0.120
July	0.168	0.130
August	0.189	0.145
September	0.205	0.146
October	0.188	0.145
November	0.270	0.147
December (up to the Latest Practicable Date)	0.250	0.192

DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the repurchase mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

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

LETTER FROM THE BOARD

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

Name	Note	Number of Shares	Percentage of total number of Shares	Percentage of total number of Shares (assuming the repurchase mandate is exercised in full)
Magic Ahead Investments Limited	1	519,000,000	75.0%	83.3%

Note:

1. The entire issued share capital of Magic Ahead Investments Limited is held and beneficially owned as to 25.0% and 75.0% by each of Messrs Ko Yuk Tong and Ko Chun Hay Kelvin respectively.

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, presently intends to sell Shares to the Company in the event that the repurchase mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, nor they have undertaken not to sell any Shares held by them to the Company in the event that the repurchase mandate is approved by the Shareholders.

SHARE PURCHASES MADE BY THE COMPANY

No purchases of Shares have been made by the Company whether on the GEM or otherwise since the Company's listing on the GEM on 25th November, 2010.

ACTIONS TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with the annual report for the year ended 30th September, 2014. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

At the Annual General Meeting, Mr. Ko Yuk Tong, Mr. Li Kar Fai Peter and Mr. Li Xiao Dong will retire from office by rotation in accordance with article 108(A) of the Company's articles of association and will offer themselves for re-election to serve for another term. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

Mr. Ko Yuk Tong, ("Mr Ko") aged 61, is the chief executive officer and an executive director of the Group. He is responsible for overall corporate and business development of the Group. He is also involved in formulating and monitoring the Group's strategic plan and development of sales. He has over 30 years' experience in the apparel industry in Hong Kong and the PRC. He is currently acting as one of the executives of the acting committee of Huizhou City Huicheng District Foreign Investment Enterprise Association. He is the elder brother of Mr. Ko Chun Hay, Kelvin.

Mr. Ko is one of the major shareholder of the Group, through the shareholding interest in Magic Ahead Investments Limited, the ultimate holding company of the Company. As at the latest practicable date, Magic Ahead Investments Limited has directly held about 519,000,000 shares, being 75% of the Company's issued share capital.

Mr. Ko has a service contract signed with the Company on 3rd November 2010. His director's emolument is HK\$240,000 per annum. The basis of determining Mr. Ko said emolument is by reference to the market benchmark of emoluments for listed GEM companies.

In relation to the re-election of Mr. Ko as an executive director of the Group, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rule 17.50(2) and in particular, rule 17.50(2) (h) to (v), of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Mr. Li Kar Fai, Peter, ("Mr. Li") BA, CPA, aged 50, was appointed as an independent non-executive director on 3 November 2010. He is an independent non-executive director of Asia Coal Limited, a company listed on the Main Board of the Hong Kong Stock Exchange. He holds a Bachelor degree in Accountancy from the City University of Hong Kong and is an associate member of the Hong Kong Institute of Certified Public Accountants. He has over 20 years of experience in audit, corporate finance and accounting.

Mr. Li has a service contract with the Company and the director's emolument specified in his service contract is HK\$30,000 per annum. The basis of determining Mr. Li said emolument is by reference to the market benchmark of emoluments for listed GEM Companies.

In relation to the re-election of Mr. Li as an independent non-executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rule 17.50(2) and in particular, rule 17.50(2)(h) to (v), of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

LETTER FROM THE BOARD

Mr. Li Xiao Dong, (“Mr. Li”) MBA, BA, aged 46, was appointed as an independent non-executive director on 3 November 2010. He is currently the head of internal audit of Azona Group, an apparel retail Group, and is in charge of internal audit and overall financial management. He holds a bachelor degree in finance from Hunan University in the PRC and a master degree of business administration from New York Institute of Technology, US. He worked for a number of multinational companies and listed companies in Hong Kong and has over 20 years of experience in internal audit, financial management and corporate governance. He is a member of the Certified Internal Auditor of the PRC.

Mr. Li has a service contract with the Company and the director’s emolument specified in his service contract is HK\$18,000 per annum. The basis of determining his said emolument is by reference to the market benchmark of emoluments for listed GEM Companies.

In relation to the re-election of Mr. Li as an independent non-executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rule 17.50(2) and in particular, rule 17.50(2)(h) to (v), of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

RECOMMENDATION

The Directors have presently no intention to issue new Shares for the Company. The Directors believe that an exercise of the general mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The repurchase mandate 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 of Shares will benefit the Company and the Shareholders.

An exercise of the repurchase mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 30th September, 2014, being the date of its latest audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

The Directors believe that the general mandate to issue Shares and the repurchase mandate are beneficial to the Company and the Shareholders as a whole and accordingly recommend that all Shareholders should vote in favour of ordinary resolutions 4(A), 4(B) and 4(C) to be proposed at the Annual General Meeting.

The ordinary resolution in relation to the re-election of directors is proposed for purpose of complying with the Articles of the Company. Accordingly, the Directors recommend Shareholders to vote in favor of the ordinary resolutions.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 26th March, 2015 to Monday, 30th March, 2015, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 25th March 2014.

DOCUMENT AVAILABLE FOR INSPECTION

Copies of the memorandum of the Company and the Articles will be available for inspection at the head office and principal place of business in Hong Kong of the Company at Flat 16, 1/F., Wah Yiu Industrial Building, 30-32 Au Pui Wan Street, Fotan, New Territories, Hong Kong during normal business hours on any business day from the date hereof up to and including the date of the Annual General Meeting.

GENERAL INFORMATION

All the resolutions proposed to be approved at the Annual General Meeting will be taken by poll and an announcement on the results will be made by the Company after the Annual General Meeting.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
the Board of Directors of
Brilliance Worldwide Holdings Limited
KO CHUN HAY KELVIN
Chairman