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# China Merit International Investment Inc. 國 譽 環 球 投 資 有 限 公 司



(incorporated in the British Virgin Islands with limited liability)

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8312)

# JOINT CLARIFICATION ANNOUNCEMENT

Reference is made to the composite document (the "Composite Document") jointly issued by Brilliance Worldwide Holdings Limited (the "Company") and China Merit International Investment Inc. (the "Offeror") dated 29 April 2016 in relation to, among other matters, the Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

The Company and the Offeror would like to provide further disclosure of certain information in accordance with schedule I and schedule II of the Takeover Codes to the Shareholders.

## **OFFER PRICE**

Set out below is the additional information to the section headed "The Offer — Comparison of value" in the "Letter from Sun International".

The Offer Price of HK\$0.5908 per Offer Share represents a premium of approximately 35.82% over the closing price of HK\$0.4350 per Share as quoted on the Stock Exchange on 24 December 2015, being the last Business Day prior to the commencement of the Offer Period.

#### MARKET PRICES

Set out below is the additional information to the section headed "8. Market Prices" in the "Appendix III — General Information" of the Composite Document.

The closing price per Share on 28 December 2015 was HK\$0.400 (being the last Business Day prior to the commencement of the Offer Period).

<sup>\*</sup> For identification purpose only

## ARRANGEMENT AFFECTING THE DIRECTORS

As at the Latest Practicable Date, no agreement or arrangement existed between any Director and any other person which was conditional or dependent upon the outcome of the Offer or otherwise connected with the Offer.

#### TYPOGRAPHICAL ERROR

The Directors and the sole director of the Offeror have noted typographical error in the first paragraph on page 90 of the Composite Document and wish to make the corrections as underlined:

"none of the Directors had dealt for value in any in any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the <u>Company</u>, save for (a) the sale of the Sale Shares by Magic Ahead (a company owned as to 96.3% by Mr. Ko) under the Sale and Purchase Agreement; and (b) the cancellation of the 42,900,000 Options on 16 March 2016 with details set out below:"

Save as stated above, all information set out in the Composite Document remains unchanged.

### **IMPORTANT**

Independent Shareholder are strongly advised to read the Composite Document and the Form of Acceptance Transfer carefully, including the recommendation of the Independent Board Committee and the advice from the Independent Financial Adviser to the Independent Board Committee, in respect of the Offer, before deciding whether or not to accept the Offer. Independent Shareholders and/or potential investors are advised to exercise caution when dealing in the Shares.

By order of the board of

China Merit International Investment Inc.

Liu Sit Lun

Director

By order of the Board of
Brilliance Worldwide Holdings Limited
Mr. Ko Chun Hay Kelvin
Chairman

Hong Kong, 6 May 2016

As at the date of this joint announcement, the Board comprises Mr. Ko and Madam Lam Mei Nar Miller as executive Directors and Mr. Li Kar Fai Peter, Mr. Li Xiao Dong and Mr. Zhang Qing as independent non-executive Directors.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, Mr. Liu and parties acting in concert with any of them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror, Mr. Liu and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, Mr. Liu is the sole director of the Offeror.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company's website at www.brillianceww.com.