

---

**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, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Gemilang International Limited, you should at once hand this circular, together with the enclosed 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 transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

## **Gemilang International Limited**

### **彭順國際有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6163)**

**PROPOSALS INVOLVING GENERAL MANDATES TO  
ISSUE SHARES AND TO REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening an annual general meeting of Gemilang International Limited (the “Company”) to be held on Thursday, 28 March 2019 at Harbour Room I & II, Mezzanine Floor, Kowloon Shangri-La Hotel, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:00 a.m. is set out on pages 15 to 18 of this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 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 holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

27 February 2019

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
INTRODUCTION.....	3
GENERAL MANDATE TO ISSUE SHARES .....	4
GENERAL MANDATE TO REPURCHASE SHARES.....	4
RE-ELECTION OF DIRECTORS .....	4
AGM .....	6
PROCEDURES BY WHICH A POLL MAY BE DEMANDED.....	7
RECOMMENDATION .....	7
<b>APPENDIX I – EXPLANATORY STATEMENT</b> .....	8
<b>APPENDIX II – DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION</b> .....	12
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	15

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be held at Harbour Room I & II, Mezzanine Floor, Kowloon Shangri-La Hotel, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 28 March 2019 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 15 to 18 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Gemilang International Limited 彭順國際有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries (as the same is defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong))
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate to be granted to the Board at the AGM to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the aggregate nominal amount of the entire issued share capital of the Company, being the mandate referred to in resolution no. 4 in the AGM Notice
“Latest Practicable Date”	20 February 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company

---

## DEFINITIONS

---

“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 5 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s) ”	ordinary share(s) of HK\$0.01 each 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 Codes on Takeovers and Mergers and Share Buy-backs

---

LETTER FROM THE BOARD

---

**Gemilang International Limited**

**彭順國際有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6163)**

*Executive Directors:*

Mr. Phang Sun Wah (*Chairman*)

Mr. Pang Chong Yong

Ms. Phang Huey Shyan

*Independent Non-Executive Directors:*

Ms. Lee Kit Ying

Ms. Wong Hiu Ping

Ms. Kwok Yuen Shan Rosetta

Mr. Huan Yean San

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Unit 206A, 2/F

Sun Cheong Industrial Building

2 Cheung Yee Street

Lai Chi Kok, Kowloon

Hong Kong

27 February 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO  
ISSUE SHARES AND TO REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to (i) the proposed general mandates to issue and repurchase Shares and extend the general mandate to issue Shares by adding to it the amount of Shares repurchased; and (ii) the proposed re-election of Directors in order to enable you to make an informed decision on whether to vote for or against the resolutions nos. 2 and 4 to 6 to be proposed at the AGM.

---

## LETTER FROM THE BOARD

---

### GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions nos. 4 and 6 of the AGM Notice will be proposed which, if passed, will give the Directors a general mandate to issue new Shares representing up to (i) 20% of the aggregate nominal amount of the entire issued share capital of the Company at the date of passing the resolution plus (ii) the nominal amount of the share capital of the Company repurchased by the Company (under the authority granted pursuant to the Repurchase Resolution) subsequent to the passing of such resolution.

On the basis of a total 251,080,000 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue or otherwise deal in up to a maximum of 50,216,000 new Shares, being 20% of the entire issued share capital of the Company as at the Latest Practicable Date.

### GENERAL MANDATE TO REPURCHASE SHARES

The ordinary resolution no. 5 of the AGM Notice, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution at any time until the next annual general meeting of the Company following the passing of the said ordinary resolution or such earlier period as stated in the said ordinary resolution (the “Repurchase Mandate”).

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, there were three executive Directors, namely Mr. Phang Sun Wah, Mr. Pang Chong Yong and Ms. Phang Huey Shyan; and four independent non-executive directors, namely Ms. Lee Kit Ying, Ms. Wong Hiu Ping, Ms. Kwok Yuen Shan Rosetta and Mr. Huan Yean San.

Article 84 (1) of the Articles provides that notwithstanding any other provisions in the Article, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Phang Sun Wah, Ms. Kwok Yuen Shan Rosetta and Mr. Huan Yean San shall retire from office of Directors by rotation at the AGM and, being eligible, offer themselves for re-election as the Directors at the AGM.

### Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive director in accordance with the following selection criteria and nomination procedures:

---

## LETTER FROM THE BOARD

---

### **Selection Criteria**

1. The Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorships:
  - 1.1 Character and integrity;
  - 1.2 Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
  - 1.3 Willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments;
  - 1.4 The number of existing directorships and other commitments that may demand the attention of the candidate;
  - 1.5 Requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;
  - 1.6 Board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity on the Board; and
  - 1.7 Such other perspectives appropriate to the Company's business.

### **Nomination Procedures**

2. The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
3. The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
4. The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
5. For any person that is nominated by a shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of Director at the general meeting.

---

## LETTER FROM THE BOARD

---

### **Recommendation of the Nomination Committee**

The Nomination Committee has considered Mr. Phang Sun Wah's extensive experience in manufacturing of buses field, his working profile and other experience and factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Phang has the required character, integrity and experience to continuously fulfil his role as an executive Director effectively. The Board believed that his re-election as the executive Director would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has assessed the independence of each of the independent non-executive Directors including Ms. Kwok Yuen Shan Rosetta and Mr. Huan Yean San based on reviewing her/his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

The Nomination Committee has also considered Ms. Kwok Yuen Shan Rosetta's extensive experience in legal field, her working profile and other experience and factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Ms. Kwok has the required character, integrity and experience to continuously fulfil her role as an independent non-executive Director effectively. The Board believed that her re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has also considered Mr. Huan Yean San's extensive experience in taxation, auditing and financial management reporting field, his working profile and other experience and factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Huan has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believed that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Mr. Phang Sun Wah, Ms. Kwok Yuen Shan Rosetta and Mr. Huan Yean San stand for re-election as Directors at the annual general meeting.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the corporate governance report of the annual report.

### **AGM**

The AGM Notice which contains, *inter alia*, resolutions to approve the Issue Mandate, the Repurchase Mandate and the proposed re-election of the Directors is set out on pages 15 to 18 of this circular.

A proxy form is herewith enclosed for use at the AGM. Whether or not you propose to attend the AGM, you are requested to complete the proxy form and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not later than 48 hours before the time fixed for holding the AGM. Completion and return of the proxy form will not prevent Shareholders from subsequently attending and voting in person at the AGM if they so wish.



---

## LETTER FROM THE BOARD

---

### PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to the Article 66 of the Articles, any vote of the Shareholders at the general meetings must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM.

### RECOMMENDATION

The Board believes that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of Directors as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice.

Yours faithfully,  
By order of the Board  
**Gemilang International Limited**  
**Phang Sun Wah**  
*Chairman*

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) and other relevant rules of the Listing Rules to provide requisite information for Shareholders to consider the Repurchase Mandate to be proposed at the AGM.

### **1. Share Capital**

As at the Latest Practicable Date, the entire issued share capital of the Company comprised 251,080,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 25,108,000 Shares (representing not more than 10% of the aggregate nominal amount of the entire issued share capital of the Company as at the date of passing the Repurchase Resolution).

### **2. Reasons for Repurchase**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

### **3. Funding of Repurchase**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Law and any other applicable laws. Such funds legally available for repurchasing Shares include:

- (i) such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital; and
- (ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 October 2018 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect 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.

#### 4. Share Prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange from during each of the previous twelve months before the Latest Practicable Date, and the current month up to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
February 2018	2.94	2.39
March 2018	2.88	2.60
April 2018	2.79	2.59
May 2018	2.70	2.60
June 2018	2.77	2.40
July 2018	2.38	2.10
August 2018	2.34	2.07
September 2018	2.20	2.20
October 2018	2.20	2.20
November 2018	2.21	2.00
December 2018	—*	—*
January 2019	1.97	1.97
February 2019 (up to the Latest Practicable Date)	1.89	1.75

\* There was no trading of Shares during the month.

#### 5. Undertaking

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

#### 6. Takeovers Code and Minimum Public Holding

If on the exercise of the power to repurchase 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 purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or

group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of the Company kept under section 336 of the SFO, information on the Shareholder who has an interest of 5% or more of the issued share capital of the Company set out below.

Name	Capacity/Nature of interest	Total number of Shares and underlying Shares held as at the Latest Practicable Date	Percentage of existing shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Sun Wah Investments Limited ("Sun Wah")	Beneficial owner	82,078,125	32.69%	36.32%
Mr. Phang Sun Wah	Interest in a controlled corporation (Note 1)	82,078,125	32.69%	36.32%
	Interest held jointly with Mr. Pang Chong Yong (Note 3)	82,328,125	32.79%	36.43%
	Beneficial Interest (Note 6)	570,000	0.22%	0.26%
	Interest of spouse (Note 4)	120,000	0.05%	0.05%
Ms. Chew Shi Moi	Interest of spouse (Note 4)	164,976,250	65.71%	73.01%
	Beneficial Interest	120,000	0.05%	0.05%
Golden Castle Investments Limited ("Golden Castle")	Beneficial owner	82,078,125	32.69%	36.32%
Mr. Pang Chong Yong	Interest in a controlled corporation (Note 2)	82,078,125	32.69%	36.32%
	Interest held jointly with Mr. Phang Sun Wah (Note 3)	82,768,125	32.96%	36.63%
	Beneficial Interest (Note 6)	250,000	0.10%	0.11%
Ms. Low Poh Teng	Interest of spouse (Note 5)	165,096,250	65.75%	73.06%

*Notes:*

1. Sun Wah is solely and beneficially owned by Mr. Phang Sun Wah. By virtue of the SFO, Mr. Phang Sun Wah is deemed to be interested in 82,078,125 Shares held by Sun Wah, representing 32.69% of the entire issued share capital of the Company.

2. Golden Castle is solely and beneficially owned by Mr. Pang Chong Yong. By virtue of the SFO, Mr. Pang Chong Yong is deemed to be interested in 82,078,125 Shares held by Golden Castle representing 32.69% of the entire issued share capital of the Company.
3. Pursuant to the confirmatory deed in relation to parties acting in concert dated 20 July 2016 and signed by Mr. Phang Sun Wah and Mr. Pang Chong Yong, Mr. Phang Sun Wah and Mr. Pang Chong Yong are parties acting in concert (having the meaning ascribed to it under the Takeovers Code). As such, Mr. Phang Sun Wah, Sun Wah, Mr. Pang Chong Yong and Golden Castle together control 65.75% of the entire issued share capital of the Company.
4. Ms. Chew Shi Moi is the spouse of Mr. Phang Sun Wah. Therefore, Ms. Chew is deemed to be interested in the Shares in which Mr. Phang Sun Wah is interested.
5. Ms. Low Poh Teng is the spouse of Pang Chong Yong. Therefore, Ms. Low is deemed to be interested in the Shares in which Mr. Pang Chong Yong is interested.
6. These interests included share options granted under the share option scheme of the Company which was adopted by the Company on 21 October 2016.

On the basis that no new Shares are issued or repurchased prior to the AGM and assuming that there would not be changes in the issued share capital of the Company prior to the repurchase of the Shares and each of Shareholders set out above would not dispose of their respective Shares nor acquire additional Shares prior to any repurchase of Shares, the Directors are not aware of any Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) who will become obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, cause any Shareholders or group of Shareholders acting in concert to become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25% of the entire issued share capital of the Company.

#### **7. Share Repurchase Made By The Company**

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

The followings are the particulars of retiring Directors who are proposed to be re-elected at the AGM:

**Mr. Phang Sun Wah**, aged 69, is the co-founder of the Group and has been the chairman and the executive Director since 21 June 2016. He is also the director of various subsidiaries of the Company and he is primarily responsible for overall strategic planning and overall management of the Group. Mr. Phang Sun Wah has over 40 years of experience in the areas of assembly of wooden and steel buses and coaches. He worked as a general worker of Soon Heng Lorry Body Work and was responsible for manufacturing lorry bodies and was a partner to Sun Soon Heng Coachwork, which engaged in fabrication of coachwork.

Mr. Phang Sun Wah is the father of Ms. Phang Huey Shyan (an executive Director) and Mr. Phang Jyh Siong (a member of senior management of the Group). He is also the cousin of Mr. Pang Chong Yong (an executive Director). As at the Latest Practicable Date, Mr. Phang Sun Wah is interested in 165,096,250 Shares, representing 65.75% of the entire issued share capital of the Company.

Save as disclosed above, Mr. Phang Sun Wah did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Phang Sun Wah does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Phang Sun Wah has entered into a service contract with the Company. Mr. Phang Sun Wah's directorship in the Company shall be for an initial term of three years commencing from 11 November 2016 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Phang Sun Wah's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Phang Sun Wah is entitled to an annual emolument of approximately US\$255,000 for acting as the director of, committee member of and/or holding other positions with the Company or other members of the Group and a bonus for each financial year of the Company, which is at the discretion of the Board. The annual emolument of Mr. Phang Sun Wah as directors of the Group and his discretionary bonus would be determined with reference to various factors such as duties and level of responsibilities of Mr. Phang Sun Wah, the available information in respect of companies of comparable business or scale, the performance of Mr. Phang Sun Wah and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

Save as disclosed above, Mr. Phang Sun Wah is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Huan Yean San**, aged 42, was appointed as the independent non-executive Director on 21 October 2016 and is the chairman of the audit committee of the Company. He is mainly responsible for supervising and providing independent judgment to the Board. He has over 15 years of experience in the fields of corporate taxation, auditing services and the financial management reporting affairs. He joined Foo, Lee An & Associates, a chartered accounting firm in Malaysia, as an audit assistant in 1999. At that time, he was responsible for managing audit start up works and verifying supporting documents. From 2002 to 2006, he worked at Foo, Lee An & Associates as a tax senior responsible for advising clients in payment of several taxes such as income tax and property tax. From 2006 onward, Mr. Huan Yean San has been serving as a tax manager in this firm currently responsible for managing and developing relationship with clients.

Mr. Huan Yean San graduated from University of Western Australia with a Bachelor of Commerce (Minor in Business Law) in 1999. He has also been an associate member of CPA Australia and Malaysian Institute of Accountants and Chartered Tax Institute of Malaysia since 2003 and 2004 respectively.

Save as disclosed above, Mr. Huan Yean San did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Huan Yean San does not have any other relationships with any Directors, senior management, substantial or controlling shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Huan Yean San has entered into a letter of appointment with the Company. Mr. Huan Yean San's directorship in the Company shall be for an initial term of three years commencing from 11 November 2016 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Huan Yean San's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Huan Yean San is entitled to an annual emolument of HK\$120,000 for acting as the Director of, and/or holding other positions with the Company and a bonus for each financial year of the Company, which is at the discretion of the Board. The annual emolument of Mr. Huan Yean San and his discretionary bonus would be determined with reference to various factors such as duties and level of responsibilities of Mr. Huan Yean San, the available information in respect of companies of comparable business or scale, the performance of Mr. Huan Yean San and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

Save as disclosed above, Mr. Huan Yean San is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Ms. Kwok Yuen Shan Rosetta**, aged 42, was appointed as an independent non-executive Director on 21 October 2016. Ms. Kwok Yuen Shan Rosetta is a member of the audit committee of the Company and nomination committee of the Company and the chairman of the remuneration committee of the Company. She is mainly responsible for supervising and providing independent judgment to the Board. Ms. Kwok Yuen Shan Rosetta was qualified as a solicitor in Hong Kong in August 2009 and held the position of assistant solicitor in Jesse H.Y. Kwok & Co. since October 2009. Prior to that, she was a trainee solicitor from July 2007 to July 2009 and was a paralegal from July 2004 to June 2007 in the same firm.

Ms. Kwok Yuen Shan Rosetta graduated from California State University, East Bay (previously known as California State University, Hayward) in the United States, with a Bachelor degree in Computer Science and Mathematics in 2002. She subsequently obtained her Juris Doctor degree and the Postgraduate Certificate in Laws from the City University of Hong Kong in 2006 and 2007, respectively.

Save as disclosed above, Ms. Kwok Yuen Shan Rosetta did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Ms. Kwok Yuen Shan Rosetta does not have any other relationships with any Directors, senior management, substantial or controlling shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Kwok Yuen Shan Rosetta has entered into a letter of appointment with the Company. Ms. Kwok Yuen Shan Rosetta's directorship in the Company shall be for an initial term of three years commencing from 11 November 2016 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Ms. Kwok Yuen Shan Rosetta's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Ms. Kwok Yuen Shan Rosetta is entitled to an annual emolument of HK\$120,000 for acting as the Director of, and/or holding other positions with the Company and a bonus for each financial year of the Company, which is at the discretion of the Board. The annual emolument of Ms. Kwok Yuen Shan Rosetta and her discretionary bonus would be determined with reference to various factors such as duties and level of responsibilities of Ms. Kwok Yuen Shan Rosetta, the available information in respect of companies of comparable business or scale, the performance of Ms. Kwok Yuen Shan Rosetta and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

Save as disclosed above, Ms. Kwok Yuen Shan Rosetta is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.



---

## NOTICE OF ANNUAL GENERAL MEETING

---

### Gemilang International Limited

### 彭順國際有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6163)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Gemilang International Limited (the “Company”) will be held on Thursday, 28 March 2019 at Harbour Room I & II, Mezzanine Floor, Kowloon Shangri-La Hotel, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 10:00 a.m. for the following purposes:

As ordinary businesses:

1. To receive and consider the audited financial statements and the reports of the directors of the Company and of the auditors of the Company for the year ended 31 October 2018;
2. To re-elect the retiring directors of the Company and to authorise the board of directors to fix the remuneration of the directors of the Company;
3. To re-appoint auditors and to authorise the board of directors to fix auditors’ remuneration;

As special businesses:

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT:**

- 4.1. subject to paragraph 4.3 below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), 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 additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- 4.2. the approval in paragraph 4.1 above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- 4.3. 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 of the Company pursuant to the approval in paragraph 4.1 above, other than (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of

---

## NOTICE OF ANNUAL GENERAL MEETING

---

subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company, 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 of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or rights to acquire shares of the Company, or (iv) an issue of shares as scrip dividends pursuant to the articles of association 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

- 4.4. for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
  - (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to the holders of shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) as at that date (subject to such exclusions 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).”

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

**“THAT:**

- 5.1. subject to paragraph 5.2 below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in

---

## NOTICE OF ANNUAL GENERAL MEETING

---

accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- 5.2. the aggregate nominal amount of shares of the Company which the directors of the Company is authorised to repurchase pursuant to the approval in paragraph 5.1 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;
- 5.3. for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
  - (c) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** subject to the passing of Resolutions No. 4 and No. 5 set out in this notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to the Resolution No. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution No. 5 as set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

Yours faithfully,  
By order of the Board  
**Gemilang International Limited**  
**Phang Sun Wah**  
*Chairman*

Hong Kong, 27 February 2019

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. For the purpose of ascertaining shareholders who are entitled to attend and vote at the annual general meeting to be held on Thursday, 28 March 2019 (or any adjournment thereof), the register of members of the Company will be closed from Monday, 25 March 2019 to Thursday, 28 March 2019 (both days inclusive). In order to qualify for the right to attend and vote at the meeting (or any adjournment thereof), all transfers documents accompanied by the relevant share certificates should be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 22 March 2019.
4. As at the date hereof, the Board comprises (i) Mr. Phang Sun Wah, Mr. Pang Chong Yong, Ms. Phang Huey Shyan, as executive directors of the Company; and (ii) Ms. Lee Kit Ying, Ms. Wong Hiu Ping, Ms. Kwok Yuen Shan Rosetta and Mr. Huan Yean San as independent non-executive directors of the Company.