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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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.

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# **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**

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A notice convening an annual general meeting of Gemilang International Limited to be held on Wednesday, 12 April 2017 at Kowloon Room, 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 17 to 20 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.

9 March 2017

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## DEFINITIONS

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*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 Kowloon Room, Mezzanine Floor, Kowloon Shangri-La Hotel, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 12 April 2017 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 17 to 20 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of directors of the Company
“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

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## DEFINITIONS

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“Latest Practicable Date”	3 March 2017, 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
“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

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## LETTER FROM THE BOARD

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# 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:*

Mr. 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

9 March 2017

*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.

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## LETTER FROM THE BOARD

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### **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 250,000,000 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 50,000,000 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**

In accordance with the Article 83, Mr. Phang Sun Wah, Mr. Pang Chong Yong and Ms. Phang Huey Shyan shall hold the office of Director until the AGM and, being eligible, offer themselves for re-election as the executive Directors at the AGM.

In accordance with the Article 84, Mr. Huan Yean San and Ms. Kwok Yuen Shan Rosetta shall retire from office of Directors by rotation at the AGM and, being eligible, offer themselves for re-election as the independent non-executive Directors at the AGM.

Brief biographical details of the above retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 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 17 to 20 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.

### 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 250,000,000 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 25,000,000 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 consolidated financial statements contained in the annual report for the year ended 31 October 2016 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 11 November 2016, being the commencement date of dealing in the Shares on the Stock Exchange, and up to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
November 2016 (from 11 November 2016)	1.63	1.36
December 2016	1.98	1.42
January 2017	1.82	1.38
February 2017	2.05	1.73
March 2017 (up to the Latest Practicable Date)	1.95	1.91

#### 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	Number of Shares held as at the Latest Practicable Date	Number of underlying Shares held as at the Latest Practicable Date (Note 1)	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") (Note 2)	82,078,125	—	82,078,125	32.83%	36.48%
Mr. Phang Sun Wah (Notes 2 & 4)	164,156,250	500,000	164,656,250	65.86%	73.18%
Ms. Chew Shi Moi (Note 5)	164,156,250	500,000	164,656,250	65.86%	73.18%
Golden Castle Investments Limited ("Golden Castle") (Note 3)	82,078,125	—	82,078,125	32.83%	36.48%
Mr. Pang Chong Yong (Notes 3 & 4)	164,156,250	500,000	164,656,250	65.86%	73.18%
Ms. Low Poh Teng (Note 6)	164,156,250	500,000	164,656,250	65.86%	73.18%

Notes:

1. *These interests represented share options granted under the share option scheme of the Company which was adopted by the Company on 21 October 2016.*
2. *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 32.83% of the entire issued share capital of the Company.*
3. *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 32.83% of the entire issued share capital of the Company.*
4. *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 65.86% of the entire issued share capital of the Company.*
5. *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.*
6. *Ms. Low Poh Teng is the spouse of Mr. Pang Chong Yong. Therefore, Ms. Low is deemed to be interested in the Shares in which Mr. Pang Chong Yong is interested.*

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.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

**Mr. Phang Sun Wah**, aged 67, has been the chairman and the executive Director since 21 June 2016. He is the co-founder of the Group. 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); and the uncle of Mr. Pang Ser Hong (a member of senior management of the Group). As at the Latest Practicable Date, Mr. Phang Sun Wah is interested in 164,656,250 Shares, representing 65.86% 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 HK\$120,000 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.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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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. Pang Chong Yong**, aged 57, has been the chief executive officer and the executive Director since 21 June 2016. He is the co-founder of the Group. He is also the director of various subsidiaries of the Company and he is primarily responsible for formulating overall corporate strategies and policies of the Group, general management and day-to-day operation of the Group. He worked as an airconditioning technician and was a partner to Hotoh Bus & Car Air Conditioning, which engaged in installation of car accessories and provision of after-sales services. Mr. Pang had over 10 years of experience in the installation of cars accessories and provision of after-sales services and over 25 years in bus assembly and bus body manufacturing.

Mr. Pang Chong Yong is the cousin of Mr. Phang Sun Wah (an executive Director). He is also the uncle of Ms. Phang Huey Shyan (an executive Director), Mr. Phang Jyh Siong (a member of senior management of the Group) and Mr. Pang Ser Hong (a member of senior management of the Group). As at the Latest Practicable Date, Mr. Pang Chong Yong is interested in 164,656,250 Shares, representing 65.86% of the entire issued share capital of the Company.

Save as disclosed above, Mr. Pang Chong Yong 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. Pang Chong Yong 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. Pang Chong Yong has entered into a service agreement with the Company. Mr. Pang Chong Yong'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. Pang Chong Yong'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. Pang Chong Yong 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. Pang Chong Yong and his discretionary bonus would be determined with reference to various factors such as duties and level of responsibilities of Mr. Pang Chong Yong, the available information in respect

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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of companies of comparable business or scale, the performance of Mr. Pang Chong Yong 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. Pang Chong Yong 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. Phang Huey Shyan**, aged 34, has been the executive Director since 21 June 2016 and subsequently became the chief corporate officer. She is also the director/officer of various subsidiaries of the Company. Ms. Phang Huey Shyan is primarily responsible for the corporate, accounting and finance matters of the Group in addition to assisting the management on operational matters on a need to need basis. She has approximately six years of experience in accounting and finance. Prior to joining the Group, from January 2007 to April 2008, Ms. Phang Huey Shyan worked for Guthrie GTS Limited, an accountant mainly responsible for group accounting and consolidation. During the period of September 2008 to April 2010, she was a reporting accountant focusing on the group accounting and reporting at Amcor Limited, a packaging company. From June 2010 to April 2011, she worked for Amcor Singapore Private Ltd, a packaging company, as a financial analyst; and from March 2012 to July 2014, she worked as a finance manager of Singapore Telecommunications Limited, a telecommunications company where she was primarily responsible for business partnering and entity reporting.

Ms. Phang Huey Shyan graduated from the Deakin University, Australia, with a Bachelor of Commerce majoring in Accounting and Finance in October 2005.

Ms. Phang Huey Shyan is the daughter of Mr. Phang Sun Wah (an executive Director) and sister of Mr. Phang Jyh Siong (a member of senior management of the Group). She is the niece of Mr. Pang Chong Yong (an executive Director); and cousin of Mr. Pang Ser Hong (a member of senior management of the Group). As at the Latest Practicable Date, Ms. Phang Huey Shyan is interested in 250,000 Shares, representing 0.10% of the entire issued share capital of the Company.

Save as disclosed above, Ms. Phang Huey Shyan 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. Phang Huey Shyan 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.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Ms. Phang Huey Shyan has entered into a service agreement with the Company. Ms. Phang Huey Shyan'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. Phang Huey Shyan'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. Phang Huey Shyan 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. Phang Huey Shyan and her discretionary bonus would be determined with reference to various factors such as duties and level of responsibilities of Ms. Phang Huey Shyan, the available information in respect of companies of comparable business or scale, the performance of Ms. Phang Huey Shyan 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. Phang Huey Shyan 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.

**Mr. Huan Yean San**, aged 40, 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.



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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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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 40, 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.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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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.

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## NOTICE OF ANNUAL GENERAL MEETING

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# 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 Wednesday, 12 April 2017 at Kowloon Room, 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 2016;
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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- 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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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*

9 March 2017

*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 Wednesday, 12 April 2017 (or any adjournment thereof), the register of members of the Company will be closed from Friday, 7 April 2017 (not Monday, 10 April 2017 as mentioned in the annual report of the Company for the year ended 31 October 2016 published on 28 February 2017 (the "Annual Report")) to Wednesday, 12 April 2017 (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 Thursday, 6 April 2017 (not Friday, 7 April 2017 as mentioned in the Annual Report).*
- 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.*