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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)

**(1) CHANGE OF DIRECTORS;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
AND
(3) CHANGE OF AUTHORISED REPRESENTATIVE**

The Board hereby announces the following changes with effect from 1 April 2021:

- (1) Mr. Yik Wai Peng has been appointed as an executive Director, the Chief Financial Officer and an Authorised Representative;
- (2) Mr. Pang Jun Jie has been appointed as an executive Director;
- (3) Ms. Wong Hiu Ping has resigned as an independent non-executive Director, and ceased to be a member of the Audit Committee, the Remuneration Committee and the Nomination Committee;
- (4) Mr. Andrew Ling Yew Chung has been appointed as an independent non-executive Director, and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (5) Mr. Pang Chong Yong has resigned as an Authorised Representative.

The board (the “**Board**”) of directors (the “**Director(s)**”) of Gemilang International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces the following changes with effect from 1 April 2021.

APPOINTMENT OF EXECUTIVE DIRECTORS

Mr. Yik Wai Peng (“**Mr. Yik**”) has been appointed as an executive Director and the chief financial officer of the Group (the “**Chief Financial Officer**”), and Mr. Pang Jun Jie (“**Mr. JJ Pang**”) has been appointed as an executive Director. Mr. Yik has also been appointed as a director of GML Coach Technology Pte. Limited (“**GML Coach Technology**”), being a wholly-owned subsidiary of the Company; and Mr. JJ Pang has also been appointed as a director of GML Coach Technology and Gemilang Coachwork Sdn. Bhd. (“**Gemilang Coachwork**”), being a wholly-owned subsidiary of the Company.

The biographical details of Mr. Yik and Mr. JJ Pang are set out as follows:

Mr. Yik Wai Peng, aged 47, joined the Group in July 2014 as a financial controller of Gemilang Coachwork. He is also a director of Gemilang Coachwork since December 2020. Mr. Yik has over 20 years of experience in accounting and finance. Prior to joining the Group, Mr. Yik was an assistant audit manager at Deloitte Touche Tohmatsu Limited from July 1998 to August 2002. He was an accountant at Eastern Pewter Sdn. Bhd., a pewter manufacturing company, from September 2002 to September 2007. He served as an outsourced consultant of Gemilang Coachwork from September 2007 to June 2014. Mr. Yik obtained a Bachelor of Accounting from the University of Malaya, Malaysia in August 1998. He was admitted as a member of the Malaysian Institute of Accountants in December 2001, the Malaysian Institute of Certified Public Accountants in June 2002 and a fellow of the Association of Chartered Certified Accountants in November 2006.

As at the date of this announcement, Mr. Yik directly holds 224,000 shares of the Company (“**Shares**”) and is also deemed to be interested in 140,000 Shares in which Ms. Tan Siow Yang, being his spouse, holds under Part XV of the SFO. As such, Mr. Yik is, and is deemed to be, interested in an aggregate of approximately 0.14% of the issued share capital of the Company.

Mr. Pang Jun Jie, aged 27, joined the Group in February 2021 as an assistant to the managing director of Gemilang Coachwork. Prior to joining the Group, from February 2020 to February 2021, Mr. JJ Pang worked as an assistant manager in business development and a personal assistant to the managing director at Advanced Packaging Technology (M) Bhd. (“**Advanced Packaging**”), being a company incorporated in Malaysia, the issued shares of which are listed on the Main Market of Bursa Malaysia Securities Berhad (stock code: 9148.KL), where he primarily engaged in business development activities for flexible packaging materials. Mr. JJ Pang has been an alternate non-independent and non-executive director of Advanced Packaging since March 2021. Mr. JJ Pang obtained a bachelor’s degree in Business and Management Studies from the University of Sussex, the United Kingdom in September 2015.

Mr. JJ Pang is the son of Mr. Pang Chong Yong (“**Mr. CY Pang**”), being the Chairman, the Chief Executive Officer, an executive Director, and a controlling shareholder of the Company, and the nephew of Mr. Phang Sun Wah, being a controlling shareholder of the Company.

Each of Mr. Yik and Mr. JJ Pang has entered into a service agreement with the Company for an initial term of three years commencing from 1 April 2021 and shall continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. They are also subject to retirement and re-election at the next following annual general meeting of the Company after their appointment and thereafter subject to retirement by rotation and re-election at least once every three years according to the articles of association of the Company (the “**Articles**”), the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and other applicable laws.

Each of Mr. Yik and Mr. JJ Pang is entitled to receive a Director’s fee of HK\$120,000 per annum with discretionary bonus. The remuneration payable to each of Mr. Yik and Mr. JJ Pang is determined by the remuneration committee of the Company (the “**Remuneration Committee**”) and approved by the Board with reference to their respective background, experience, time commitment and responsibilities, the remuneration policy of the Company as well as the prevailing market conditions, and shall be reviewed by the Remuneration Committee from time to time.

Save as disclosed herein, as at the date of this announcement, each of Mr. Yik and Mr. JJ Pang:

- (i) does not hold any other position in the Company or other members of the Group;
- (ii) has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas;
- (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and
- (iv) does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Save as disclosed above and as far as the Directors are aware, there is no other information relating to each of their appointments which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its warmest welcome to Mr. Yik and Mr. JJ Pang for joining the Board.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Wong Hiu Ping (“**Ms. Wong**”) has resigned as an independent non-executive Director, and has ceased to be a member of the audit committee of the Company (the “**Audit Committee**”), the Remuneration Committee and the nomination committee of the Company (the “**Nomination Committee**”) as she would like to devote more time to her personal commitments.

Ms. Wong has confirmed that she has no disagreement with the Board or the Company and that there is no other matter in respect of her resignation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its sincere gratitude to Ms. Wong for her valuable contribution to the Company during her tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Following Ms. Wong’s resignation, Mr. Andrew Ling Yew Chung (“**Mr. Ling**”) has been appointed as an independent non-executive Director in replacement of Ms. Wong.

The biographical details of Mr. Ling are set out as follows:

Mr. Andrew Ling Yew Chung, aged 29, has approximately eight years of experience in audit and corporate finance. From March 2013 to February 2016, Mr. Ling served in the audit and assurance practice of Ernst & Young Malaysia. From September 2017 to February 2020, he was a licensed representative of Alliance Capital Partners Limited to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO. He obtained a Bachelor of Commerce in Accounting and Finance from the University of Melbourne, Australia in December 2012 and was admitted as a full member of CPA Australia in November 2016.

Mr. Ling has been a non-independent and non-executive director of Advanced Packaging since June 2020. He holds cross-directorship with Mr. CY Pang and Mr. JJ Pang since they serve on the boards of the Company and Advanced Packaging. However, the Company considers that such cross-directorship would not undermine the independence of Mr. Ling with respect to his directorship at the Company given that (i) Mr. Ling is not involved in any day-to-day operation of the Company and Advanced Packaging as a non-executive director, and (ii) he has complied and followed with the Company’s guidelines on declaration and conflicts clearances. Meanwhile, Mr. Ling will act with integrity and exercise objectivity in the conduct of serving the Company.

Mr. Ling has entered into a letter of appointment with the Company in relation to his appointment as an independent non-executive Director for a term of three years commencing from 1 April 2021 unless terminated by not less than three months' notice in writing served by either party. He is also subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once every three years according to the Articles, the Listing Rules and other applicable laws.

Mr. Ling is entitled to receive a Director's fee of HK\$120,000 per annum with discretionary bonus. The remuneration payable to Mr. Ling is determined by the Remuneration Committee and approved by the Board with reference to his background, experience, time commitment and responsibilities, the remuneration policy of the Company as well as the prevailing market conditions, and shall be reviewed by the Remuneration Committee from time to time.

As at the date of this announcement, Mr. Ling is interested in 60,000 Shares, representing approximately 0.02% of the issued share capital of the Company.

Save as disclosed herein, as at the date of this announcement, Mr. Ling:

- (i) does not hold any position in the Company or other members of the Group;
- (ii) has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas;
- (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and
- (iv) does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as far as the Directors are aware, there is no other information relating to his appointment which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

The Board would like to express its warmest welcome to Mr. Ling for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following Ms. Wong's resignation, Mr. Ling has been appointed as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee in replacement of Ms. Wong.

CHANGE OF AUTHORISED REPRESENTATIVE

Following the cessation of Mr. CY Pang as an authorised representative of the Company (the “**Authorised Representative**”) as required under Rule 3.05 of the Listing Rules, Mr. Yik, an executive Director, has been appointed as an Authorised Representative. Subsequent to the said changes, Mr. Yik and Mr. Yuen Wai Kin shall be the Authorised Representatives.

By order of the Board
Gemilang International Limited
Pang Chong Yong
*Chairman, Chief Executive Officer and
Executive Director*

1 April 2021

As at the date of this announcement, the Board comprises (i) Mr. Pang Chong Yong (Chairman), Mr. Yik Wai Peng and Mr. Pang Jun Jie as executive directors of the Company; and (ii) Ms. Lee Kit Ying, Ms. Kwok Yuen Shan Rosetta, Mr. Huan Yean San and Mr. Andrew Ling Yew Chung as independent non-executive directors of the Company.