

# Gemilang International Limited

## 彭順國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6163)

(the "Company")

### PROXY FORM FOR ANNUAL GENERAL MEETING

Proxy form for use at the annual general meeting of the Company to be held on 12 April 2017 (or any adjournment thereof)

I/We<sup>(1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of the Company hereby appoint the Chairman of the Meeting, or <sup>(3)</sup> \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (and at any adjournment thereof) 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. and to vote in respect of the following resolutions as indicated and on any other business that may properly come before the annual general meeting, and, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
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.	(i) To re-elect Mr. Phang Sun Wah as an executive director of the Company.		
	(ii) To re-elect Mr. Pang Chong Yong as an executive director of the Company.		
	(iii) To re-elect Ms. Phang Huey Shyan as an executive director of the Company.		
	(iv) To re-elect Ms. Kwok Yuen Shan Rosetta as an independent non-executive director of the Company.		
	(v) To re-elect Mr. Huan Yean San as an independent non-executive director of the Company.		
	(vi) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint Messrs. Crowe Horwath (HK) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares not exceeding 20% of the aggregate nominal amount of the existing issued share capital of the Company on the date of passing this Resolution.		
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing this Resolution.		
6.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by adding to it the nominal amount of shares repurchased by the Company.		

Dated \_\_\_\_\_

Signature<sup>(5)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out “the Chairman of the Meeting, or” and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company. Please note that according to the articles of association of the Company, no member of the Company may appoint more than two proxies to attend and vote at a general meeting of the Company (other than HKSCC Nominees Limited or its successor thereto who may appoint more than two proxies).
4. **IMPORTANT:** If you wish to vote for any resolution, please tick the appropriate box(es) marked “For”. If you wish to vote against any resolution, please tick the appropriate box(es) marked “Against”. Failure to complete any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
5. The proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this proxy form must be executed either under seal or under the hand of an officer or attorney duly authorised in writing.
6. In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of joint holding.
7. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the annual general meeting or any adjournment thereof.
8. Completion and delivery of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

## **PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/ Tricor Investor Services Limited at the above address.