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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEE;
AND
(4) NON-COMPLIANCE WITH THE LISTING RULES**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that at the AGM held on Friday, 22 March 2024, all the Resolutions as set out in the Notice were duly passed by the Shareholders by way of poll.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that with effect from the conclusion of the AGM, Ms. Lee Kit Ying, retired by rotation from the office of independent non-executive Director in accordance with the articles of association of the Company, and did not offer herself for re-election at the AGM as she would like to devote more time to her personal and other business commitments.

CHANGE IN COMPOSITION OF BOARD COMMITTEE

The Board further announces that following Ms. Lee's retirement as an independent non-executive Director with effect from the conclusion of the AGM, Ms. Lee, also ceased to be a member of the Audit Committee.

NON-COMPLIANCE WITH THE LISTING RULES

Following the retirement of Ms. Lee, the Company now has (i) only two independent non-executive Directors, which is below the minimum requirement under Rule 3.10(1) of the Listing Rules; (ii) only two Audit Committee members, which is below the minimum requirement under Rule 3.21 of the Listing Rules; and (iii) a single gender Board, which fails to meet the Board diversity requirement under Rule 13.92 of the Listing Rules.

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of Gemilang International Limited (the “**Company**”) both dated 26 February 2024. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that at the AGM held on Friday, 22 March 2024, all the proposed resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total number of issued Shares was 251,364,000 Shares, which was the total number of Shares entitling the holders to attend and vote on all the Resolutions proposed at the AGM. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder was entitled to attend and abstain from voting in favour of any of the Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM. None of the Shareholders had indicated in the Circular their intention to vote against or to abstain from voting on any of the Resolutions at the AGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

All of the Directors, namely, Mr. Pang Chong Yong, Mr. Pang Jun Jie and Mr. Yik Wai Peng, being the executive Directors, and Ms. Lee Kit Ying, Mr. Huan Yean San and Mr. Andrew Ling Yew Chung, being the independent non-executive Directors attended the AGM in person.

The poll results in respect of the Resolutions at the AGM were as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 October 2023.	122,512,403 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Pang Jun Jie as an executive Director; and	122,512,403 (100.00%)	0 (0.00%)
	(b) To authorise the Board to fix the Directors’ remuneration.	122,512,403 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes (%)	
		For	Against
3.	To re-appoint Messrs. Crowe (HK) CPA Limited as the auditors of the Company and authorise the Board to fix their remuneration.	122,512,403 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors to allot, issue and deal with unissued Shares not exceeding 20% of the number of issued Shares on the date of the passing of this resolution.	122,512,403 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to repurchase the Shares not exceeding 10% of the number of issued Shares as at the date of the passing of this resolution.	122,512,403 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with unissued Shares by adding thereto the nominal amount of Shares repurchased by the Company.	122,512,403 (100.00%)	0 (0.00%)

Note: Please refer to the Notice for full text of the Resolutions.

As more than 50% of the votes were cast in favour of each of the Resolutions, all the Resolutions were duly passed by the Shareholders by way of poll at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that with effect from the conclusion of the AGM, Ms. Lee Kit Ying (“**Ms. Lee**”) retired by rotation from the office of independent non-executive Director in accordance with the articles of association of the Company, and did not offer herself for re-election at the AGM as she would like to devote more time to her personal and other business commitments.

Ms. Lee has confirmed that she has no disagreement with the Board and there are no matters that need to be brought to the attention of the Stock Exchange or the Shareholders in respect of her retirement.

The Board would like to express its deepest gratitude to Ms. Lee for her valuable contributions during her tenure of office

CHANGE IN COMPOSITION OF BOARD COMMITTEE

The Board further announces that following Ms. Lee's retirement as an independent non-executive Director with effect from the conclusion of the AGM, Ms. Lee, also ceased to be a member of the audit committee (the "**Audit Committee**") of the Company.

NON-COMPLIANCE WITH THE LISTING RULES

Following the retirement of Ms. Lee, the Company now has (i) only two independent non-executive Directors, which is below the minimum requirement under Rule 3.10(1) of the Listing Rules; (ii) only two Audit Committee members, which is below the minimum requirement under Rule 3.21 of the Listing Rules; and (iii) a single gender Board, which fails to meet the Board diversity requirement under Rule 13.92 of the Listing Rules.

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. Following the retirement of Ms. Lee as an independent non-executive Director, the Company did not have a Director of a different gender, and hence the Company fails to meet the requirement set out under Rule 13.92 of the Listing Rules.

The Company has been in the process of identifying a suitable candidate to fill the vacancy arising from Ms. Lee's retirement as soon as practicable and in any event, within three months after the date of the AGM, so as to comply with the relevant requirements under the Listing Rules. Further announcement(s) will be made as and when appropriate.

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

Hong Kong, 22 March 2024

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