

Gemilang International Limited

彭順國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6163)

FORM OF PROXY

Form of proxy for use by the shareholders of Gemilang International Limited (the “Company”) at the extraordinary general meeting (the “Meeting”) to be convened at VIP Room I-II, 4/F, Park Hotel Hong Kong, 61-65 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 13 October 2023 at 10:00 a.m. (or any adjournment thereof).

I/We^(Note 1) _____

of _____ being the registered holder(s)

of _____^(Note 2) shares (each a “Share”) of HK\$0.01 each in the capital of the Company hereby appoint the chairman (the “Chairman”) of the Meeting or^(Note 3) _____

of _____ to act as my/our proxy at the Meeting to be held at VIP Room I-II, 4/F, Park Hotel Hong Kong, 61-65 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 13 October 2023 at 10:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the “Notice”) convening the Meeting and at such Meeting (or at any adjournment thereof) and to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 4).

| ORDINARY RESOLUTIONS | | FOR | AGAINST |
|----------------------|---|-----|---------|
| 1. | To approve, confirm and ratify the Sale and Purchase Agreement (as defined in the Notice) and the transactions contemplated thereunder and to authorise any one or more director(s) (the “Director(s)”) of the Company to do all such acts and things as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder. | | |
| 2. | To confirm and approve the grant of 2,500,000 share options (the “Options”) to Mr. Pang Chong Yong, being the chairman of the board of Directors, an executive Director, the chief executive officer and substantial shareholder of the Company, under the share option scheme adopted by the Company on 21 October 2016 to subscribe for 2,500,000 ordinary shares in the share capital of the Company at the exercise price of HK\$0.440 per share and on the terms and conditions set out in the circular to the shareholders of the Company dated 27 September 2023, and authorise any one Director to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to such grant and exercise of the Options. | | |

Dated the _____ day of _____ 2023

Shareholder’s signature _____^(Notes 5, 6, 7 and 8)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder. Where there are joint holders of any Share any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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 the joint holding.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding of the Meeting (i.e. no later than 10:00 a.m. on Wednesday, 11 October 2023) or any adjourned meeting.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Completion and delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
- The full text of the proposed resolutions appears in the Notice.

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 (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’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.