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## **BGMC International Limited**

### **璋利國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1693)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “EGM”) of BGMC International Limited (the “Company”) will be held at 10:00 a.m. on Monday, 18 November 2019 at Horizon 2, Level R@ Sky Park One City, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan, Malaysia for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments or supplements:

### **ORDINARY RESOLUTIONS**

1. **“THAT** the master sub-contracting agreement dated 10 September 2019 entered into between the Company and EXA Power Sdn. Bhd., a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose (the “**New Master EXA Agreement**”), the proposed annual cap amounts for the continuing connected transactions under the New Master EXA Agreement for each of the years ending 30 September 2020 and 2021 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified”;
2. **“THAT** the master construction agreement dated 10 September 2019 entered into between the Company and B&G Capital Resources Berhad, a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose (the “**New Master B&G Construction Agreement**”), the proposed annual cap amount for the continuing connected transactions under the New Master B&G Construction Agreement for the year ending 30 September 2020 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified”; and
3. **“THAT** any director(s) of the Company be and is/are hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with; (i) the New Master EXA Agreement; (ii) the New Master B&G Construction Agreement; and/or (iii) any amendment, variation or modification of the

New Master EXA Agreement and/or the New Master B&G Construction Agreement, upon such terms and conditions as the board of directors of the Company may think fit.”

By order of the Board  
**BGMC International Limited**  
**Tan Sri Dato' Sri Goh Ming Choon**  
*Chairman and Executive Director*

Selangor, Malaysia, 29 October 2019

*Notes:*

- (a) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) To be valid, the instrument appointing a proxy 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 and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, by not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting.
- (c) Completion and return of the form of proxy will not preclude any member from attending and voting in person at the EGM if so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
- (d) To ascertain a member's entitlement to attend and vote at the EGM, the Register of Members of the Company will be closed for registration of transfer of shares of the Company (the “**Shares**”) from Wednesday, 13 November 2019 to Monday, 18 November 2019, both days inclusive, during which period no transfer of the Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 12 November 2019.
- (e) References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this announcement, the board of directors of the Company comprises Tan Sri Dato' Sri Goh Ming Choon (Chairman), Dato' Mohd Arifin bin Mohd Arif (Vice-chairman), Dato' Teh Kok Lee (Chief Executive Officer) and Ir. Azham Malik bin Mohd Hashim as executive Directors; and Tan Sri Dato' Seri Kong Cho Ha, Chan May May and Ng Yuk Yeung as independent non-executive Directors.*