



BGMC International Limited

璋利國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1693)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 18 NOVEMBER 2019 (or any adjourned meeting thereof)

I/We, ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ ordinary shares of HK\$0.01 each in the share capital of BGMC International Limited (the “Company”), HEREBY APPOINT ⁽³⁾ the chairman of the extraordinary general meeting or _____
of _____
as my/our proxy to attend for me/us at the extraordinary general meeting of the Company to be held at Horizon 2, Level R@ Sky Park One City, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan, Malaysia, on Monday, 18 November 2019 at 10.00 a.m. or at any adjournment thereof (as the case may be) to vote on my/our behalf in respect of the undermentioned resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION ⁽¹¹⁾		For ⁽⁴⁾	Against ⁽⁴⁾
1.	To approve the master sub-contracting agreement dated 10 September 2019 entered into between the Company and EXA Power Sdn. Bhd. (the “ New Master EXA Agreement ”), the proposed annual cap amounts for each of the years ending 30 September 2020 and 2021 and the transactions contemplated thereunder.		
2.	To approve the master construction agreement dated 10 September 2019 entered into between the Company and B&G Capital Resources Berhad (the “ New Master B&G Construction Agreement ”), the proposed annual cap amount for the year ending 30 September 2020 and the transactions contemplated thereunder.		
3.	To authorise any director(s) 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.		

Signature ⁽⁵⁾: _____

Dated this _____ day of _____ 2019

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the extraordinary general meeting is preferred, please delete the words “the chairman of the extraordinary general meeting or” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
- Please indicate with an “✓” in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolution or will abstain, at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 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, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding the above meeting or any adjournment meeting thereof.
- A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
- The chairman of the extraordinary general meeting will demand a poll on the resolution submitted for determination at the above meeting. On a poll, every member present in person or by a duly authorized corporate representative or by proxy shall have one vote for every share held by him/her.
- Completion and return of this form will not preclude you from attending and voting in person at the above meeting and/or any adjournment thereof and in such event, this form of proxy shall be deemed to be revoked.
- The description of the resolution is by way of summary only. Please refer to the notice of extraordinary general meeting dated 29 October 2019 for the full text of the resolution.

“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 extraordinary general 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 authorized 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 or the Company’s branch share registrar and transfer office in Hong Kong at the above address.”