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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)**

### **GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULE 13.46(2)(b) OF THE LISTING RULES AND DATE, TIME AND VENUE OF POSTPONED 2020 AGM AND CLOSURE OF REGISTER OF MEMBERS**

References are made to (a) the announcement of BGMC International Limited (the “**Company**”) dated 25 March 2020 in respect of the postponement of the annual general meeting of the Company (the “**AGM**”) in 2020 (the “**2020 AGM**” and the “**Postponed AGM Announcement**”, respectively); and (b)(i) the circular of the Company (the “**AGM Circular**”); (b)(ii) the notice of 2020 AGM (the “**Notice**”); and (b)(iii) the Company’s announcement on the 2020 AGM and the closure of register of members of the Company (the “**Register**”), all dated 2 March 2020 in respect of the 2020 AGM (collectively, the “**AGM Documents**”). Capitalised terms used herein have the same respective meanings as defined in the Postponed AGM Announcement and the AGM Documents unless otherwise specified.

### **GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULE 13.46(2)(b) OF THE LISTING RULES**

#### **The Waiver**

An application had been made by the Company for, and the Stock Exchange has granted the Company, a waiver from the strict compliance with Rule 13.46(2)(b) of the Listing Rules (the “**Waiver**” and the “**Application**”, respectively) subject to the Company’s (a) compliance with its amended and restated memorandum and articles of association (the “**Articles**”) and the Laws of the Cayman Islands (the “**Laws**”) and (b) disclosure of the Waiver, including the reasons for the Application by way of an announcement.

## **Reasons for Seeking the Waiver**

Under Rule 13.46(2)(b) of the Listing Rules, the Company is required to lay its Audited Financial Statements before its members at its 2020 AGM within a period of 6 months after the end of the financial year of the Company (i.e. 30 September 2019). As such, the Company has originally scheduled to hold its 2020 AGM on 31 March 2020 in Malaysia.

However, on 16 March 2020, the Government of Malaysia had imposed a Movement Control Order (the “**Order**”) under the Prevention and Control of Infectious Diseases Act 1988 and the Police Act 1967 of Malaysia, closing all private premises except those involved in essential services to curb the spread of the novel coronavirus (the “**COVID-19**”) epidemic in the country. The Order, originally effective from 18 March 2020 to 31 March 2020 and has been announced for further extension to 12 May 2020. As a result of the Order, the Company was unable to hold its 2020 AGM as scheduled.

## **Compliance with the Respective Requirements under the Laws and the Articles**

Pursuant to article 62 of the Articles, the Company shall in each year hold a general meeting as the AGM and not more than 15 months (or such longer period as may be authorized by the Stock Exchange) shall elapse between one AGM and that of the next.

Given that the last AGM was held on 25 March 2019, the Company has obtained legal opinion in relation to the postponement of the 2020 AGM (the “**Postponement**” and the “**Opinion**”, respectively). According to the Opinion, provided that the rescheduled AGM is held on or before 25 June 2020 or such other date as authorized by the Stock Exchange, the Postponement will not contravene the terms of the Articles or any requirement under the Laws.

## **Grant of the Waiver**

The Waiver, which was granted on 16 April 2020, may be withdrawn or changed by the Stock Exchange if the situation changes.

## **DATE, TIME AND VENUE OF POSTPONED 2020 AGM**

The Board is pleased to announce that the postponed 2020 AGM has been scheduled to be held at **A-3A-02, Block A, Level 3A, Sky Park One City, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan, Malaysia** on Tuesday, 2 June 2020 at 9:30 a.m. (the “**Postponed 2020 AGM**”) or the adjournment thereof.

Shareholders who intend to attend the Postponed 2020 AGM in person are advised to pay attention to the date, time and venue aforementioned.

## **CLOSURE OF REGISTER**

In respect of the Postponed 2020 AGM, the Register will be closed from Thursday, 28 May 2020 to Tuesday, 2 June 2020 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the Postponed 2020 AGM, non-registered Shareholders must lodge all duly completed transfer documents, accompanied by the relevant share certificates with the Company's branch share registrar 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 Wednesday, 27 May 2020.

## **PROXY FORMS**

All proposed resolutions as set out in the Notice will remain unchanged for the Postponed 2020 AGM. The Proxy Form(s) for the 2020 AGM, which were despatched to the Shareholders on 2 March 2020 together with the AGM Circular and the Notice, will remain valid for the Postponed 2020 AGM.

Shareholders who have not yet returned the Proxy Form(s) but intend to appoint a proxy to attend the Postponed 2020 AGM are required to return the Proxy Form(s) by personal delivery or by post not less than 48 hours before the time fixed for holding the Postponed 2020 AGM or the adjournment thereof (as the case may be). If a Shareholder who will remain as a Shareholder at the date of the Postponed 2020 AGM has already completed and returned the Proxy Form(s) in accordance with the instructions printed thereon, such Proxy Form(s) will remain valid for the Postponed 2020 AGM and such Shareholder is not required to re-submit the Proxy Form(s).

Save for the date, time and venue of the Postponed 2020 AGM and the above-mentioned changes, all other information set out in the Notice, the AGM Circular and the Proxy Form(s) shall remain unchanged.

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

Hong Kong, 4 May 2020

*As at the date of this announcement, the Board 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.*

## **PRECAUTIONARY MEASURES FOR THE POSTPONED 2020 AGM**

The holding of the Postponed 2020 AGM in order to comply with the Articles and the Laws could potentially create a significant risk in terms of the spread of the COVID-19 pandemic because of large crowds coming together.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the Postponed 2020 AGM, the Company wishes to remind the Shareholders and their proxies as follows:

### **No attendance**

Those individual Shareholders and duly appointed representatives of the corporate Shareholders and their respective proxies who have any symptoms of an upper respiratory system disease or are under any quarantine requirements are advised not to attend the Postponed 2020 AGM in person.

### **Not later than 48 hours before the time of the Postponed 2020 AGM**

- (i) For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the Postponed 2020 AGM by appointing the chairman of the Postponed 2020 AGM (the “**Chairman**”) as their proxy instead of attending the Postponed 2020 AGM in person. Completion and return of the Proxy Form will not preclude the Shareholders from attending and voting in person at the Postponed 2020 AGM or any adjournment thereof should they subsequently so wish. Shareholders may appoint the Chairman to attend and vote on their behalf by completing and depositing the Proxy Form(s) with the Company’s branch share registrars in Hong Kong, whose address is stated below:

Boardroom Share Registrars (HK) Limited  
2103B, 21/F.,  
148 Electric Road,  
North Point, Hong Kong

- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the Notice by post to Sir Kwok Siu Man KR, Company Secretary of the Company at Boardroom Corporate Services (HK) Limited, 31/F, 148 Electric Road, North Point, Hong Kong and by email to [info@bgmc.asia](mailto:info@bgmc.asia). If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the Chairman or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

**At the venue of the Meeting**

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 37.1 degree Celsius or above.
- (ii) Attendees are requested to observe good personal hygiene at all times at the Postponed 2020 AGM venue and alcohol rubs or hand sanitiser will be provided for use.
- (iii) Attendees must wear face-masks throughout the Postponed 2020 AGM and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the Postponed 2020 AGM venue. Please note that no masks will be provided at the Postponed 2020 AGM venue and attendees should bring and wear their own masks.
- (iv) No drinks, refreshments or souvenirs will be provided.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or have been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the Postponed 2020 AGM venue at the absolute discretion of the Company as permitted by law.

***Important reminder:***

***Due to the constantly evolving COVID-19 situation in Malaysia, the Company may be required to change the arrangements of the Postponed 2020 AGM at short notice. Shareholders should check the Company's website ([www.bgmc.asia](http://www.bgmc.asia)) or the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) for the latest updates on the status of the Postponed 2020 AGM.***