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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 24 SEPTEMBER 2024;
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES;
AND
NON-COMPLIANCE WITH THE LISTING RULES**

The board (the “**Board**”) of directors (the “**Directors**”, and each director, a “**Director**”) of BGMC International Limited (the “**Company**”) is pleased to announce that all resolutions proposed at the annual general meeting of the Company held on 24 September 2024 (the “**AGM**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

The Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, acted as the scrutineer for the vote-taking at the AGM.

The poll results are as follows:

ORDINARY RESOLUTIONS (note)		Number of votes (%)	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and independent auditors of the Company for the year ended 31 March 2024.	27,033,888 (100.0000%)	0 (0.0000%)
2.	(a) To re-elect Dato’ Teh Kok Lee as an executive Director of the Company.	27,033,888 (100.0000%)	0 (0.0000%)
3.	To authorise the Board to fix the remuneration of the Directors for the year ending 31 March 2025.	27,033,888 (100.0000%)	0 (0.0000%)
4.	To re-appoint Moore CPA Limited as the independent auditors of the Company and authorise the Board to fix their remuneration.	27,033,888 (100.0000%)	0 (0.0000%)
5.	To grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with additional shares of the Company (the “ Shares ”).	27,033,864 (99.9999%)	24 (0.0001%)
6.	To grant a general and unconditional mandate to the Directors to repurchase Shares of the Company.	27,033,888 (100.0000%)	0 (0.0000%)
7.	Conditional upon the passing of resolutions no. 5 and 6 set out in the notice convening the AGM, to extend the general mandate granted by resolution no. 5 by adding thereto the number of the issued Shares repurchased pursuant to the general mandate granted by resolution no. 6.	27,033,888 (100.0000%)	0 (0.0000%)

*Note: Please refer to the notice of AGM and the circular (the “**Circular**”) of the Company both dated 16 August 2024 for the full text of the resolutions.*

As more than 50% of the votes casted were in favor of each of the ordinary resolutions proposed at the AGM, all the resolutions were duly passed as ordinary resolutions of the Company. The following Directors of the Company attended the AGM: Dato' Teh Kok Lee, Datuk Kamalul Arifin Bin Othman and Mr. Kua Choh Leang.

As at the date of the AGM, the number of issued Shares of the Company was 36,000,000 Shares, which was the total number of the Shares entitling the Shareholders to attend and vote for or against the proposed resolutions at the AGM.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, there were no Shares of the Company entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no Shareholder was required to abstain from voting at the AGM under the Listing Rules.

None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

As disclosed in the announcement of the Company dated 6 September 2024, that Datuk Kang Hua Keong (“**Datuk Kang**”) had informed the Board that he would no longer offer himself for re-election at the AGM.

With effect from the conclusion of the AGM, Datuk Kang retired as an independent non-executive Director.

Datuk Kang had confirmed that he has no disagreement with the Board or the Company and that there was no other matter relating to his retirement that needs to be brought to the attention of the Shareholders or The Stock Exchange of Hong Kong Limited.

The Board also announces the following change in composition of Board committees, all with effect from 24 September 2024:

- (i) Following the retirement of Datuk Kang as independent non-executive Director, he has ceased to be a member of each of the audit committee of the Board (the “**Audit Committee**”), the nomination committee of the Board (the “**Nomination Committee**”) and the remuneration committee of the Board (the “**Remuneration Committee**”).

NON-COMPLIANCE WITH THE LISTING RULES IN RELATION TO THE BOARD COMPOSITION

Following the retirement of Datuk Kang:

- (i) total number of independent non-executive Directors accounts for less than three, and hence the Company fails to meet the requirement of Rule 3.10(1) of the Listing Rules; and
- (ii) the number of members of the audit committee of the Company will fall below the minimum number required under Rule 3.21 of the Listing Rules.

The above non-compliances arose only due to the retirement of Datuk Kang. The Board is identifying a suitable candidate with appropriate background and qualification for appointment as an independent non-executive Director and will fill the vacancies as soon as possible and within three months as required by the Listing Rules. Further announcement(s) will be made in relation to such appointments as and when appropriate.

By Order of the Board
BGMC International Limited
Datuk Kamalul Arifin Bin Othman
Chairman and Independent Non-Executive Director

Hong Kong, 24 September 2024

As at the date of this announcement (taking into account the retirement of Datuk Kang Hua Keong as an independent non-executive Director), the Board comprises Dato' Teh Kok Lee (Chief Executive Officer) as executive Director; and Datuk Kamalul Arifin Bin Othman (Chairman) and Kua Choh Leang as independent non-executive Directors.