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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)**

**ANNOUNCEMENT**

**(1) DISPOSAL OF SHARES BY A CONTROLLING SHAREHOLDER**

**(2) TERMINATION OF CONCERT PARTY CONFIRMATORY DEED**

On 15 December 2016, Tan Sri Barry Goh and Dato' Michael Teh entered into the Concert Party Confirmatory Deed to acknowledge and confirm, among other things, that they have been parties acting in concert with respect to their interests in and the business of the Company and the relevant members of the Group. In particular, the parties acknowledge and confirm the following:

- (a) that they are parties acting in concert with respect to their interests in and the business of the Company and the relevant members of the Group and shall continue to do so after the signing of the Concert Party Confirmatory Deed;
- (b) that they shall continue to give unanimous consent, approval or rejection on any material issues and decision in relation to the business of the Company and the relevant members of the Group;
- (c) that they shall continue to cast unanimous vote collectively for or against all resolutions in all meetings and discussions of the Company and the relevant members of the Group; and
- (d) that they shall continue to cooperate with each other to obtain and maintain the consolidated control and management of the Group.

As a result of the Concert Party Confirmatory Deed, Seeva (which is wholly owned by Dato' Michael Teh), Dato' Michael Teh, Prosper (which is wholly owned by Tan Sri Barry Goh) and Tan Sri Barry Goh are considered as a group of Shareholders acting in concert and they are deemed to be interested in each other's interest in the Shares. Upon the listing of the Shares on the Stock Exchange on 9 August 2017, and immediately before the execution of the Termination Deed, Seeva, Dato' Michael Teh, Prosper and Tan Sri Barry Goh were entitled to exercise more than 30% of the voting rights at the general meeting of the Company and were collectively considered as controlling shareholders of the Company.

The Board was informed by Tan Sri Barry Goh that, Prosper transferred 13,680,000 Shares to Ms. Lai Ming Chun and 4,320,000 Shares to Tan Sri Dato' Sri Koh Kin Lip at a price of HK\$2.3 per Share respectively on 9 April 2026 (the "**Purchasers**", and the relevant share transfers are collectively referred to as the "**Transfers**"). Both of the Purchasers hold more than 5% of the total issued Shares immediately upon completion of the Transfers. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Purchasers was an independent third party (as defined under the Listing Rules) of the Company and they are not connected or acting in concert with, any directors, chief executive or substantial shareholders of the Company or any of their respective subsidiaries; or any of their respective close associates (as defined in the Listing Rules) or other connected person (as defined in the Listing Rules) of the Company before the Transfers. After the Transfers, Tan Sri Barry Goh ceased to hold any Share or interest in any Share directly or indirectly in the Company, and Dato' Michael Teh's interests in the Company through Seeva decreased from approximately 31% to 8.58%.

Dato' Michael Teh and Tan Sri Barry Goh entered into the Termination Deed to terminate the acting in concert arrangement as provided under the Concert Party Confirmatory Deed on 7 May 2026.

Upon completion of the Transfers, Seeva and Dato' Michael Teh, whether jointly or severally, are no longer entitled to exercise more than 30% of the voting rights at the general meeting of the Company and thus have ceased to be controlling shareholders of the Company.

## SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company had 80,278,240 issued Shares. The following table shows the changes in the interests, direct and deemed, of the Shareholders as a result of the Transfers:

Shareholder	Before the completion of the Transfers		Immediately upon the completion of the Transfers	
	Number of Shares	%	Number of Shares	%
Prosper <sup>(Note 2)</sup>	18,000,000	22.42	0	0.00
Seeva <sup>(Note 3)</sup>	6,885,000	8.58	6,885,000	8.58
Ms. Lai Ming Chun	746,000	0.93	14,426,000	17.97
Tan Sri Dato' Sri Koh Kin Lip	714,000	0.89	5,034,000	6.27
Public shareholders	53,933,240	67.18	53,933,240	67.18
<b>Total</b>	<b>80,278,240</b>	<b>100</b>	<b>80,278,240</b>	<b>100</b>

Notes:

1. Certain percentage figures in this table are subject to rounding adjustments.
2. Prosper is wholly and beneficially owned by Tan Sri Barry Goh. Tan Sri Barry Goh is therefore deemed to be interested in the Shares held by Prosper under the SFO.
3. Seeva is wholly and beneficially owned by Dato' Michael Teh. Dato' Michael Teh is therefore deemed to be interested in the Shares held by Seeva under the SFO.

## DEED OF NON-COMPETITION

Reference is made to the Deed of Non-competition entered into by Seeva, Dato' Michael Teh, Prosper and Tan Sri Barry Goh in favour of the Company on 3 July 2017, pursuant to which each of them has undertaken to the Company not to engage or otherwise be interested in businesses in competition with the Company as long as he/it or his/its close associates are jointly or severally entitled to exercise or control the exercise of not less than 30% in aggregate of the voting power at general meetings of the Company. Upon completion of the Transfers, Seeva, Dato' Michael Teh, Prosper and Tan Sri Barry Goh ceased to be controlling shareholders of the Company and shall no longer be bound by the Deed of Non-competition.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in securities of the Company.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“Board”	the board of Directors
“BVI”	British Virgin Islands
“close associate”	has the meaning ascribed to it under the Listing Rules
“Company”	BGMC International Limited, a company incorporated in the Cayman Islands, the issued shares of which are listed on the Stock Exchange
“Concert Party Confirmatory Deed”	the confirmatory deed in relation to parties acting in concert dated 15 December 2016 entered into by Dato’ Michael Teh and Tan Sri Barry Goh
“connected person”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Dato’ Michael Teh”	Dato’ Teh Kok Lee, an executive Director
“Deed of Non-competition”	the deed of non-competition dated 3 July 2017 entered into by Seeva, Dato’ Michael Teh, Prosper and Tan Sri Barry Goh in favour of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Prosper”	Prosper International Business Limited, a company incorporated in BVI which is directly and wholly owned by Tan Sri Barry Goh
“Seeva”	Seeva International Limited, a company incorporated in BVI which is directly and wholly owned by Dato’ Michael Teh
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with a par value of HK\$0.5 each in the share capital of the Company

“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tan Sri Barry Goh”	Tan Sri Dato’ Sri Goh Ming Choon
“Termination Deed”	the deed of termination in respect of the Concert Party Confirmatory Deed executed by Dato’ Michael Teh and Tan Sri Barry Goh
“%” or “per cent”	percentage

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

Malaysia, 7 May 2026

*As at the date of this announcement, the Board comprises Dato’ Teh Kok Lee (Chief Executive Officer) as executive Director; and Datuk Kamalul Arifin Bin Othman (Chairman), Mr. Kua Choh Leang and Ms. Koong Hui Jiun as independent non-executive Directors.*