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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 Unit 1908, 19/F, Lippo Centre Tower One, 89 Queensway, Admiralty, Hong Kong on Friday, 27 March 2026 at 10:00 a.m., to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the capitalisation agreement (the “**RSLs Capitalisation Agreement**”) (a copy of which has been produced to the EGM marked “A” and initialed by the chairman of the EGM for identification purpose) dated 31 December 2025 entered into between the Company as the issuer and KP Lee Chambers (the “**Trustee**”), acting for and on behalf of the Relevant Independent RSLs Holders (as defined in the circular (the “**Circular**”) of the Company dated 10 March 2026) as subscriber, in relation to the subscription of 29,588,744 Shares (the “**RSLs Capitalisation Share(s)**”) at the price of HK\$2.320 per RSLs Capitalisation Share for the settlement of the Relevant Outstanding RSLs (as defined in the Circular) due by BGMC Corporation Sdn. Bhd., an indirect wholly-owned subsidiary of the Company, to the Relevant Independent RSLs Holders in full and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) conditional upon the Stock Exchange having approved the listing of and dealing in the RSLs Capitalisation Shares, the Directors be and are hereby granted the specific mandate (the “**RSLs Specific Mandate**”) to allot and issue the RSLs Capitalisation Shares in accordance with the terms of the RSLs Capitalisation Agreement, provided that the RSLs Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the RSLs Capitalisation Agreement and the transactions contemplated thereunder, including the allotment and issue of the RSLs Capitalisation Shares to the Relevant Independent RSLs Holders.”

2. **“THAT**

- (a) the capitalisation agreement (the **“AP Capitalisation Agreement”**) (a copy of which has been produced to the EGM marked “B” and initialed by the chairman of the EGM for identification purpose) dated 6 January 2026 entered into between the Company as the issuer and the Trustee, acting for and on behalf of the Trade Creditors (as defined in the Circular) as subscriber, in relation to the subscription of 7,489,496 Shares (the **“AP Capitalisation Share(s)”**) at the price of HK\$2.350 per AP Capitalisation Share for the settlement of the Outstanding Trade Payables (as defined in the Circular) due by the Group to the Trade Creditors in full and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) conditional upon the Stock Exchange having approved the listing of and dealing in the AP Capitalisation Shares, the Directors be and are hereby granted the specific mandate (the **“AP Specific Mandate”**) to allot and issue the AP Capitalisation Shares in accordance with the terms of the AP Capitalisation Agreement, provided that the AP Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the AP Capitalisation Agreement and the transactions contemplated thereunder, including the allotment and issue of the AP Capitalisation Shares to the Trade Creditors.”

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

Hong Kong, 10 March 2026

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and, on a poll, vote in his stead. A member holding two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company.
2. In order to be valid, a form of 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 offices of the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong at least 48 hours before the time for holding the above meeting.
3. In the case of joint holders of a share (a "Share") of the Company, any one of such persons may vote at the meeting either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. The register of members of the Company will be closed from Tuesday, 24 March 2026 to Friday, 27 March 2026 (both days inclusive) for determining Shareholders' entitlement to attend and vote at the EGM, during which no transfer of Shares will be registered. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Friday, 27 March 2026. In order to qualify for attending and voting at the EGM, all completed transfer forms, accompanied by the relevant share certificates, have to 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, not later than 4:30 p.m. on Monday, 23 March 2026.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.bgmc.asia and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.
7. As at the date of this notice, 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.