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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of BGMC International Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) hereby announces that Tan Sri Dato’ Seri Kong Cho Ha (“**Tan Sri Kong**”) has tendered his resignation as independent non-executive Director of the Company with effect from 8 April 2022, as he would like to spend more time on other initiatives and hobbies that he had developed because of the pandemic.

Tan Sri Kong confirmed that there is no disagreement with the Board and the Company and there is no matter in respect of his resignation which ought to be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company.

The Board would like to express its sincere appreciation to Tan Sri Kong for his valuable contribution to the Company during the tenure of his service as independent non-executive Director.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board also announces the following change in composition of Board committees, all with effect from 8 April 2022:

- (i) Following the resignation of Tan Sri Kong as independent non-executive Director, he has ceased to be a member of the remuneration committee of the Board (the “**Remuneration Committee**”), the chairman of the nomination committee of the Board (the “**Nomination Committee**”) and a member of the audit committee of the Board (the “**Audit Committee**”); and
- (ii) Kua Choh Leang, an independent non-executive Director, has been appointed as the chairman of the Nomination Committee.

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

Following the resignation of Tan Sri Kong:

- (i) total number of independent non-executive Directors accounts for less than three and less than one-third of Board members, and hence the Company fails to meet the requirement of Rule 3.10(1) and Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 resignation of Tan Sri Kong. 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

Malaysia, 8 April 2022

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