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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)

COMPLETION OF ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE FOR RSLs CAPITALISATION AND AP CAPITALISATION

References are made to (i) the announcements of BGMC International Limited (the “**Company**”) dated 31 December 2025, 6 January 2026 and 27 March 2026; and (ii) the circular (the “**Circular**”) of the Company dated 10 March 2026 in relation to, among other things, the proposed issue of new shares under specific mandate for the RSLs Capitalisation and the AP Capitalisation. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Circular.

COMPLETION OF THE DEBTS CAPITALISATION

The Board is pleased to announce that as all the conditions precedent as set out in each of the RSLs Capitalisation Agreement and AP Capitalisation Agreement have been satisfied, RSLs Completion and AP Completion took place on 31 March 2026 in accordance with the terms and conditions of the RSLs Capitalisation Agreement and AP Capitalisation Agreement, respectively. An aggregate of 29,588,744 RSLs Capitalisation Shares and 7,489,496 AP Capitalisation Shares, representing approximately 36.86% and 9.33% of the issued share capital of the Company as enlarged by the allotment and issue of the Capitalisation Shares respectively, have been allotted and issued at the price of HK\$2.320 per RSLs Capitalisation Share and HK\$2.350 per AP Capitalisation Share (as the case may be). As the entire subscription price under the RSLs Capitalisation and the AP Capitalisation Agreement in the respective amount of HK\$68,645,886.08 and HK\$17,600,315.60 will be set off against the Relevant Outstanding RSLs and Outstanding Trade Payables in full, there will not be any proceeds arising from the Debts Capitalisation.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes to the shareholding structure of the Company (i) immediately before completion of the Debts Capitalisation; and (ii) immediately after completion of the Debts Capitalisation:

Shareholders	Immediately before completion of the Debts Capitalisation		Immediately after completion of the Debts Capitalisation	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Substantial Shareholder				
Prosper International Business Limited (Note 1)	18,000,000	41.67	18,000,000	22.42
Seeva International Limited (Note 1)	6,885,000	15.94	6,885,000	8.58
Public Shareholders				
Relevant Independent RSLs Holders (Note 2)	–	–	29,588,744	36.86
Trade Creditors (Note 3)	–	–	7,489,496	9.33
Other public Shareholders	18,315,000	42.40	18,315,000	22.81
	43,200,000	100.00	80,278,240	100.00

Notes:

- As at the date of this announcement, (i) 18,000,000 Shares beneficially owned by Prosper International Business Limited which in turn is beneficially and wholly owned by Tan Sri Dato' Sri Goh Ming Choon; and (ii) 6,885,000 Shares beneficially owned by Seeva International Limited which in turn is beneficially and wholly owned by Dato' Teh Kok Lee. On 15 December 2016, Tan Sri Dato' Sri Goh Ming Choon and Dato' Teh Kok Lee entered into a concert party confirmatory deed (the "**Concert Party Confirmatory Deed**") to acknowledge and confirm, among other things, that they had been parties acting in concert with each other with respect to their interests in or the business of the relevant members of the Group since they became shareholders of BGMC Holdings Berhad, an indirect wholly-owned subsidiary of the Company and would continue to act in concert after the signing of the Concert Party Confirmatory Deed. As such, each of Prosper International Business Limited and Seeva International Limited is deemed to be interested in all the Shares held or deemed to be held by Tan Sri Dato' Sri Goh Ming Choon and Dato' Teh Kok Lee in aggregate by virtue of the SFO.
- The Relevant Independent RSLs Holders consist of 326 parties, whom were suppliers and contractors of the Group. Immediately after the RSLs Completion, save for one Relevant Independent RSLs Holder, namely APG Geotechnics Sdn Bhd, which will be interested in approximately 5.63% of the total equity interests of the Company, none of them, whether individually or in aggregate with its associated company(ies) whom is also a Relevant Independent RSLs Holder, holds more than 5% of the total equity interests of the Company. The top five Relevant Independent RSLs Holders are APG Geotechnics Sdn Bhd, LMM Marketing Sdn Bhd, Hitti Aluminium Sdn Bhd, Silicon Pulse Sdn Bhd and Unique Steel & Hardware Sdn Bhd. For details of the top five Relevant RSLs Holders, please refer to the section headed "Effect of the Capitalisation Shares on the Shareholding Structure" in the Circular.

- (3) The Trade Creditors consist of 44 parties, whom were suppliers, contractors and service providers of the Group. Immediately after the AP Completion, none of them, whether individually or in aggregate with its associated company(ies) whom is also a Trade Creditor, holds more than 5% of the total equity interests of the Company. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, (i) 14 of the Trade Creditors are also Relevant Independent RSLs Holders; and (ii) none of the Trade Creditors who are also Relevant Independent RSLs Holders or otherwise associated with certain Relevant Independent RSLs Holders will hold more than 5% of the total equity interests of the Company upon completion of the Debts Capitalisation. The top five Trade Creditors are Hitti Aluminium Sdn Bhd, Mont Stone Sdn Bhd, Kejuruteraan Suria Jaya Sdn Bhd, Buildcast Engineering & Trading and BB Plasterceil (KL) Sdn Bhd. For details of the top five Trade Creditors, please refer to the section headed "Effect of the Capitalisation Shares on the Shareholding Structure" in the Circular.
- (4) Certain percentage figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

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

Hong Kong, 31 March 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.