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JBB Builders International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1903)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of JBB Builders International Limited (the “**Company**”) will be held at No. 20–01, Jalan Sri Perkasa 2/18, Taman Tampoi Utama, 81200 Johor Bahru, Malaysia on Tuesday, 22 November 2022 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 30 June 2022.
2. To re-elect the following Directors and authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration:
 - a. Dato’ Ng Say Piyu as an executive Director;
 - b. Mr. Lam Fung Eng as an executive Director;
 - c. Mr. Ng Chong Boon as an executive Director;
 - d. Datin Ngooi Leng Swee as a non-executive Director;
 - e. Mr. Tai Lam Shin as an independent non-executive Director; and
 - f. Ms. Chan Pui Kwan as an independent non-executive Director.
3. To re-appoint Crowe Malaysia PLT as the auditor of the Company and to authorise the Board to fix the auditor’s remuneration.

SPECIAL BUSINESS

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers either during or after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above, other than (i) a Rights Issue (as hereinafter defined); (ii) exercise of rights of subscription or conversion under the terms of any warrants, bonds, debentures or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; (iii) an issue of shares of the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares of the Company or rights to acquire shares of the Company; or (iv) an issue of shares of the Company as scrip dividends pursuant to the articles of association of the Company (the “**Articles of Association**”), from time to time, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is varied or revoked by an ordinary resolution of the shareholders of the Company in a general meeting of the Company; and

“**Rights Issue**” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to the holders of shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares of the Company are subject to and in accordance with the Articles of Association, all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly;

(c) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or

(iii) the date on which the authority set out in this resolution is varied or revoked by an ordinary resolution of the shareholders of the Company in a general meeting of the Company.”

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions no. 4 and no. 5 above, the general mandate granted to the Directors pursuant to the resolution no. 4 above be and is hereby extended by the addition thereto the number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 5 above.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

(a) the proposed amendments (the “**Proposed Amendments**”) to the Articles of Association, the details of which are set forth in Appendix III to the circular of the Company dated 20 October 2022, be and are hereby approved;

(b) the new amended and restated articles of association of the Company (incorporating the Proposed Amendments), a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of the Annual General Meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Articles of Association with immediate effect; and

(c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid resolutions (a) and (b), including without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By order of the Board
JBB Builders International Limited
Dato’ Ng Say Piyu
Chairman and Executive Director

Hong Kong, 20 October 2022

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf at the annual general meeting of the Company. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be delivered to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting of the Company or any adjournment thereof.
3. For the purpose of determining the right to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 17 November 2022 to Tuesday, 22 November 2022, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the annual general meeting, unregistered holders of shares of the Company should ensure that all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the office of the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 16 November 2022.
4. In view of the outbreak of COVID-19 epidemic and requirements for prevention and control of its spread, the Company may, depending on the development with regard to COVID-19, implement necessary preventive measures at the annual general meeting to protect attending shareholders of the Company, proxy and other attendees from the risk of infection, including, without limitation:
 - compulsory wearing of surgical face masks at all times; and
 - other practical precautions which may include maintaining appropriate distancing and spacing at the venue.

Any person who does not comply with the precautionary measures may be denied entry into the annual general meeting venue to the extent permissible by law. The Company reminds shareholders of the Company that they may appoint the chairman of the annual general meeting as their proxy to vote on the relevant resolutions at the annual general meeting as an alternative to attend the annual general meeting in person.

5. In case the venue is being closed on the date of annual general meeting due to COVID-19, the annual general meeting shall stand adjourned to the same day in next week at the same time and place or to such other time and place as the Board may determine in accordance with the Articles of Association. The Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company.

As at the date of this announcement, the Board comprises Dato' Ng Say Piyu, Mr. Lam Fung Eng and Mr. Ng Chong Boon, as executive Directors, Datin Ngooi Leng Swee as non-executive Director, Mr. Tai Lam Shin, Mr. Chan Tsun Choi, Arnold and Ms. Chan Pui Kwan as independent non-executive Directors.