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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in JBB Builders International Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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JBB Builders International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1903)

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
PROPOSED DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of JBB Builders International Limited to be held on Wednesday, 20 November 2019 at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 11:00 a.m. is set out on pages 19 to 22 of this circular.

Whether or not you propose to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

21 October 2019

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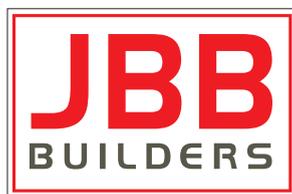
DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 20 November 2019 at 11:00 a.m.
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	audit committee of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	JBB Builders International Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries (as the same is defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong))
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the proposed ordinary resolution contained in resolution no. 5 in the notice of Annual General Meeting
“Latest Practicable Date”	14 October 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel to GEM of the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of Shares in issue as at the date of passing the proposed ordinary resolution contained in resolution no. 6 in the notice of Annual General Meeting
“RM”	Ringgit Malaysia, the lawful currency of Malaysia
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs



JBB Builders International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1903)

Executive Directors

Dato' Ng Say Piyu (*Chairman*)
Mr. Lam Fung Eng
Mr. Ng Chong Boon

Non-executive Director

Datin Ngooi Leng Swee

Independent non-executive Directors

Mr. Tai Lam Shin
Mr. Wong Kwok Wai, Albert
Ms. Chan Pui Kwan

Registered Office

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Headquarters in Malaysia

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Taman Tampoi Utama
81200 Johor Bahru
Malaysia

Principal Place of Business in Hong Kong

Room 1222, 12/F, Soundwill Plaza II — Midtown
1-29 Tang Lung Street
Causeway Bay
Hong Kong

21 October 2019

To the Shareholders

Dear Sir/Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
PROPOSED DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the proposed general mandates to issue and repurchase Shares and extend the general mandate to issue Shares by adding to it the amount of Shares repurchased; (ii) the proposed re-election of Directors; and (iii) the proposed declaration of final dividend in order to enable you to make an informed decision on whether to vote for or against the resolutions nos. 2, 3 and 5 to 7 to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, ordinary resolutions nos. 5 and 7 of the notice of Annual General Meeting will be proposed which, if passed, will give the Directors a general mandate:

- (i) to allot, issue or deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the proposed ordinary resolution contained in no. 5 of the notice of Annual General Meeting; and
- (ii) to extend the Issue Mandate by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to the Repurchase Mandate subsequent to the passing of such resolution.

The Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution no. 5 as set out in the notice of Annual General Meeting.

On the basis of a total of 500,000,000 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the Annual General Meeting, the Issue Mandate (if granted by the Shareholders at the Annual General Meeting) will empower the Directors to allot, issue or otherwise deal with up to a maximum of 100,000,000 new Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, ordinary resolution no. 6 of the notice of Annual General Meeting will be proposed which, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the proposed ordinary resolution.

The Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution no. 6 as set out in the notice of Annual General Meeting.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in Appendix I to this circular.

4. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, there were three executive Directors, namely Dato' Ng Say Piyu, Mr. Lam Fung Eng and Mr. Ng Chong Boon; one non-executive Director, namely Datin Ngooi Leng Swee; and three independent non-executive Directors, namely Mr. Tai Lam Shin, Mr. Wong Kwok Wai, Albert and Ms. Chan Pui Kwan.

Article 83(3) of the Company's Articles of Association provides that all Directors appointed by the Board to fill a casual vacancy shall be subject to re-election by Shareholders at the first general meeting after appointment. Dato' Ng Say Piyu and Datin Ngooi Leng Swee were appointed on 30 April 2018. Mr. Lam Fung Eng and Mr. Ng Chong Boon were appointed on 10 May 2018 while Mr. Tai Lam Shin, Mr. Wong Kwok Wai, Albert and Ms. Chan Pui Kwan were appointed on 11 April 2019. They shall hold office until the Annual General Meeting and subject to re-election.

In considering the nomination, the Nomination Committee has taken into account a wide range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services, with due regard of the benefits of diversity as set out under the Board diversity policy of the Company.

LETTER FROM THE BOARD

The Nomination Committee has also assessed the independence of each of the independent non-executive Directors including Mr. Tai Lam Shin, Mr. Wong Kwok Wai, Albert and Ms. Chan Pui Kwan based on reviewing her/his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

The Nomination Committee has considered Mr. Tai Lam Shin's extensive experience in management and accounting services, his working profile and other experience and factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Tai Lam Shin has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believed that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has also considered Mr. Wong Kwok Wai, Albert's extensive experience in accounting and assurances, his working profile and other experience and factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Wong Kwok Wai, Albert has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively. The Board believed that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has also considered Ms. Chan Pui Kwan's extensive experience in corporate consultancy industry, her working profile and other experience and factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Ms. Chan Pui Kwan has the required character, integrity and experience to continuously fulfill her role as an independent non-executive Director effectively. The Board believed that her re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

With the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Dato' Ng Say Piyu, Mr. Lam Fung Eng, Mr. Ng Chong Boon, Datin Ngooi Leng Swee, Mr. Tai Lam Shin, Mr. Wong Kwok Wai, Albert and Ms. Chan Pui Kwan stand for re-election as Directors at the Annual General Meeting.

The biographical details of the above-named Directors are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the corporate governance report of the annual report of the Company.

5. PROPOSED DECLARATION OF FINAL DIVIDEND

The Board has recommended the declaration of a final dividend of HK\$0.02 per Share for the year ended 30 June 2019. Subject to the approval of Shareholders at the Annual General Meeting, the proposed final dividend will be payable to Shareholders whose names appear on the register of members of the Company on Friday, 29 November 2019. The register of members of the Company will be closed from Tuesday, 26 November 2019 to Friday, 29 November 2019, both days inclusive, during which no transfer of Shares of the Company will be registered. In order to be entitled to the proposed final dividend, unregistered holders of Shares of the Company should ensure that all transfers of Shares 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 25 November 2019.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING

The notice of Annual General Meeting which contains, *inter alia*, resolutions to approve the Issue Mandate, the Repurchase Mandate, the proposed re-election of the Directors and the proposed declaration of final dividend is set out on pages 19 to 22 of this circular.

A proxy form is herewith enclosed for use at the Annual General Meeting and has been posted on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.jbb.com.my). Whether or not you propose to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not prevent Shareholders from subsequently attending and voting in person at the Annual General Meeting should you so wish.

7. CLOSURE OF REGISTER OF MEMBERS

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 Friday, 15 November 2019 to Wednesday, 20 November 2019, 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 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 November 2019.

8. PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to the Article 66 of the Articles, any vote of the Shareholders at the general meetings must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the proposed re-election of Directors and the proposed declaration of final dividend as set out in the notice of Annual General Meeting are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) and other relevant rules of the Listing Rules to provide requisite information for Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,000,000 Shares.

Subject to the passing of ordinary resolution no. 6 as set out in the notice of Annual General Meeting and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 50,000,000 Shares (representing 10% of the total number of Shares in issue as at the date of passing the resolution to approve the Repurchase Mandate).

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole.

Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Law and any other applicable laws. Such funds legally available for repurchasing Shares include:

- (i) such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital; and
- (ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 30 June 2019 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their respective associates, have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Cayman Islands.

7. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of the Company kept under section 336 of the SFO, information on the Shareholder who has an interest of 5% or more of the issued share capital of the Company is as below:

Name	Capacity/Nature of interest	Total number of Shares and underlying Shares held as at the Latest Practicable Date	Approximate percentage of existing shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
JBB Jade Investment Limited	Beneficial owner	181,816,500	36.36%	40.40%
JBB Berlian Investment Limited	Beneficial owner	161,233,500	32.25%	35.83%
Dato' Ng Say Piyu	Interest in a controlled corporation (Note 1)	181,816,500	36.36%	40.40%
Datin Ngooi Leng Swee	Interest of spouse (Note 2)	161,233,500	32.25%	35.83%
	Interest in a controlled corporation (Note 3)	161,233,500	32.25%	35.83%
	Interest of spouse (Note 4)	181,816,500	36.36%	40.40%

Notes:

- (1) Dato' Ng Say Piyu beneficially owns 100% of the share capital of JBB Jade Investment Limited. By virtue of the SFO, Dato' Ng is deemed to be interested in 181,816,500 Shares held by JBB Jade Investment Limited, representing approximately 36.36% of the entire issued share capital of our Company.
- (2) Dato' Ng Say Piyu is the spouse of Datin Ngooi Leng Swee. Accordingly, Dato' Ng Say Piyu is deemed, or taken to be, interested in all the Shares in which Datin Ngooi Leng Swee is interested for the purpose of SFO.
- (3) Datin Ngooi Leng Swee beneficially owns 100% of the share capital of JBB Berlian Investment Limited. By virtue of the SFO, Datin Ngooi is deemed to be interested in 161,233,500 Shares held by JBB Berlian Investment Limited, representing approximately 32.25% of the entire issued share capital of our Company.
- (4) Datin Ngooi Leng Swee is the spouse of Dato' Ng. Accordingly, Datin Ngooi Leng Swee is deemed, or taken to be, interested in all the Shares in which Dato' Ng Say Piyu is interested for the purpose of SFO.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

On the basis that no new Shares are issued or repurchased prior to the Annual General Meeting and assuming that there would not be changes in the total number of Shares in issue prior to the repurchase of the Shares and each of Shareholders set out above would not dispose of their respective Shares nor acquire additional Shares prior to any repurchase of Shares, the Directors are not aware of any Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) who will become obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, cause any Shareholder or group of Shareholders acting in concert to become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25% of the entire issued share capital of the Company.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. CONNECTED PERSON

No connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

10. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange from 10 May 2019, being the commencement date of dealing in the Shares on the Stock Exchange, and up to the Latest Practicable Date were as follows:

	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
May 2019 (Since the listing of the Shares of the Company on 10 May 2019)	1.33	0.95
June 2019	1.26	1.18
July 2019	1.21	1.12
August 2019	1.18	1.01
September 2019	1.18	0.98
October 2019 (up to the Latest Practicable Date)	1.19	1.00

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:

1. Dato' Ng Say Piyu — Executive Director

Dato' Ng Say Piyu (“**Dato' Ng**”), aged 66, is the co-founder of our Group and has been appointed as our Chairman and executive Director since 30 April 2018. Dato' Ng is primarily responsible for overall business planning, corporate strategies and overall management of our Group. Dato' Ng is also the chairman of Nomination Committee, member of Remuneration Committee and a director of various subsidiaries of the Company.

Dato' Ng has over 39 years of experience in the construction industry. From 1980 to 1983, he was a quantity surveyor in Jabatan Kerja Raya (Public Works Department Malaysia), during which he was mainly responsible for negotiation, procurement and construction management. From 1983 to 1993, Dato' Ng briefly worked as a project manager in PC Holdings Sdn. Bhd., a construction company in Malaysia; and subsequently served in SBBU Sdn. Bhd. (a subsidiary of Urban Development Authority Malaysia) with his last position as a senior project manager, where he was responsible for managing property development projects. From 1994 to 1997, he was appointed as a director of Idealland Sdn. Bhd., a company engaged in mixed property development projects. From 1998 to 2006, he became an entrepreneur actively investing in mixed property development in Malaysia. Since 2007, he began actively investing in the business of sand processing and trading.

Dato' Ng graduated from the Polytechnic of Wales (presently known as University of Glamorgan), United Kingdom, with a Bachelor of Science in Quantity Surveying in July 1980.

Dato' Ng is the spouse of Datin Ngooi Leng Swee (“**Datin Ngooi**”) (a non-executive Director), and the uncle of Mr. Lam Fung Eng (an executive Director) and Mr. Ng Chong Boon (an executive Director).

Dato' Ng was a director of the following company incorporated in Malaysia prior to their dissolution, details of which are set out below:

Name of company	Principal business activity prior to dissolution	Date of dissolution	Company status
Cameron Shanghai (M) Sdn. Bhd.	Dormant	9 August 2011	Dissolved by striking off

To the best of our Directors' knowledge, information and belief having made reasonable enquiries, there was no judgment or findings of fraud, dishonesty, any misconduct or wrongful act on the part of Dato' Ng involved in the dissolution of Cameron Shanghai (M) Sdn. Bhd., and as at the Latest Practicable Date, there was no outstanding liability or ongoing claim or litigation against Dato' Ng in his capacity as a director prior to its dissolution. Dato' Ng also confirmed that Cameron Shanghai (M) Sdn. Bhd. was solvent at the time of its dissolution.

As at the Latest Practicable Date, Dato' Ng is a director and controlling shareholder of JBB Jade Investment Limited which has corporate interests in 181,816,500 Shares while Datin Ngooi, spouse of Dato' Ng, is a director and controlling shareholder of JBB Berlian Investment Limited which has corporate interests in 161,233,500 Shares, representing 36.3633% and 32.2467%, respectively, of the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Dato' Ng did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Dato' Ng does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Dato' Ng has entered into a service agreement with the Company in relation to his appointment as an executive Director for a three-year period effective from 10 May 2019 and it can be terminated with three months' notice. Dato' Ng is entitled to an annual emolument of HK\$120,000 for acting as the Director and/or committee member of the Company and a bonus at the discretion of the Board for each financial year of the Company, which is covered in the service agreement. His emoluments as directors of the Group and his discretionary bonus would be determined with reference to various factors such as his experience, duties and responsibilities of Dato' Ng, the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company. His directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

Save as disclosed above, Dato' Ng is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

2. Mr. Lam Fung Eng — Executive Director

Mr. Lam Fung Eng (“**Mr. Lam**”), aged 43, has been appointed as our executive Director since 10 May 2018. Mr. Lam is primarily responsible for overall corporate strategies and policies formulation, business development and general management of our Group. He is currently a director of various subsidiaries of the Company.

Mr. Lam has over 19 years of experience in contract management in Malaysia's construction industry. Prior to joining our Group, Mr. Lam was a contract executive from November 1999 to August 2001 in Perwikk Sdn. Bhd., in which he was responsible for the preparation of tender and negotiation with subcontractors and suppliers. From September 2001 to December 2003, he worked in Kumpulan Jayaputera Sdn. Bhd. with his last position as an assistant contract manager, and was responsible for assisting in the contract management of construction projects. From April 2004 to April 2008, he served as a contract manager of Prosmier Construction Sdn. Bhd., during which he was responsible of pre and post-contract management, including tender procurement and site valuation. From May 2008 to April 2012, he was appointed as a director of Full Alliance Sdn. Bhd., during which he was primarily responsible for overseeing the contract department of the company.

Mr. Lam graduated from the Nottingham Trent University, United Kingdom, with a Bachelor of Science majoring in quantity surveying in June 2000.

Mr. Lam is the nephew of Dato' Ng (an executive Director) and Datin Ngooi (a non-executive Director), and a cousin of Mr. Ng Chong Boon (an executive Director).

Mr. Lam was a director of the following companies incorporated in Malaysia prior to their dissolution, details of which are set out below:

	Name of company	Principal business activity prior to dissolution/liquidation	Date of dissolution/issuance of winding-up order	Company status
1.	Risi Stone Construction Sdn. Bhd.	Retaining wall specialist	10 July 2012	Dissolved by striking off
2.	Hai Fong Aquaculture Sdn. Bhd.	Nil	9 January 2014	Dissolved by striking off
3.	Full Alliance Sdn. Bhd.	General contractor	29 September 2014	Compulsory winding up

Save as Full Alliance Sdn. Bhd. which has been dissolved by compulsory winding up, Mr. Lam confirmed that the above companies were solvent at the time of them being dissolved.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Winding-up Order against Full Alliance Sdn. Bhd. (“Full Alliance”) of which Mr. Lam was one of the three directors

Under Rule 13.51(2)(1) of the Listing Rules, a director must disclose his/her directorship in any company which has been dissolved or put into liquidation (otherwise than by a member’s voluntary winding-up) or bankruptcy or been the subject of analogous proceeding during the period when he/she was one of its directors.

Full Alliance was incorporated in Malaysia on 29 February 2008 as a general contractor. Mr. Lam was appointed as the director of Full Alliance on 27 March 2008 and owned 20% interest of the company. On 11 August 2014 and 9 September 2014, compulsory winding-up proceedings were initiated separately against Full Alliance upon the petitions filed by two creditors (the “**Creditors**”), seeking a court order to wind up Full Alliance on the grounds that it was indebted to the Creditors in a sum of RM2,537,380.31 and RM285,770.30 respectively (the “**Claims**”), and that Full Alliance was insolvent and unable to pay its debts. Full Alliance was ordered to be wound up by the High Court of Malaysia on 29 September 2014.

Mr. Lam confirmed that (i) Full Alliance was not able to meet its financial commitments as a result of the significant increase in the operational costs, as well as the low receivables turnover ratio contributed by a number of customers who failed to pay on time; (ii) he was mainly focusing on the contractual management of the company before his resignation and was not involved on the day-to-day management of Full Alliance, while the two directors other than Mr. Lam, who were independent third parties and business acquaintances of Mr. Lam, were responsible for daily operational and financial management of Full Alliance; and (iii) Mr. Lam fully cooperated with the Creditors once he was aware of the winding-up proceedings against Full Alliance, and on 21 December 2015 and 28 April 2016, he has fully settled with the Creditors all the outstanding amount in respect of which he acted as a guarantor, and the Creditors confirmed that they had ceased proceedings against Mr. Lam. To the best of our Directors’ knowledge, information and belief having made reasonable enquiries, there was no judgment or findings of fraud, dishonesty, any misconduct or wrongful act on the part of Mr. Lam involved in the dissolution of Full Alliance.

As at the Latest Practicable Date, there was no outstanding liability or ongoing claim or litigation against Mr. Lam in his capacity as a director of the aforementioned companies prior to their respective dissolutions.

Save as disclosed above, Mr. Lam did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Lam does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Lam has entered into a service agreement with the Company in relation to his appointment as an executive Director for a three-year period effective from 10 May 2019 and it can be terminated with three months’ notice. Mr. Lam is entitled to an annual emolument of HK\$120,000 for acting as the Director and/or committee member of the Company and a bonus at the discretion of the Board for each financial year of the Company, which is covered in the service agreement. His emoluments as directors of the Group and his discretionary bonus would be determined with reference to various factors such as his experience, duties and responsibilities of Mr. Lam, the Group’s performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company. His directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr. Lam is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

3. Mr. Ng Chong Boon — Executive Director

Mr. Ng Chong Boon (“Mr. Ng”), aged 48, has been appointed as our executive Director since 10 May 2018. Mr. Ng is primarily responsible for the overall management of our business operation as well as project management and supervision. He is currently a director of various subsidiaries of the Company. Mr. Ng has over 24 years of experience in project management in Malaysia’s construction industry. Prior to joining our Group, he was a quantity surveyor from January 1995 to February 1996 in JB Bergabung Consult, a consulting quantity surveying firm, and was mainly responsible for tender preparation. From March 1996 to May 1997, he served as a senior project executive of Seri Alam Properties Sdn. Bhd., a company engaged in mixed property development, and was responsible for risk management and operation of construction projects. From May 1997 to May 2000, he served as a contract manager of Dubon Berhad, a construction company, and was responsible for overseeing project operation and financial management of projects. From June 2000 to April 2011, he served as a project manager of SSB Construction Sdn. Bhd., a construction company, where he was responsible for conducting general project management.

Mr. Ng graduated from Glasgow Caledonian University, United Kingdom, with a Bachelor of Science majoring in quantity surveying in November 1995.

Mr. Ng is the nephew of Dato’ Ng (an executive Director) and Datin Ngooi (a non-executive Director), and a cousin of Mr. Lam (an executive Director).

Save as disclosed above, Mr. Ng did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Ng does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Ng has entered into a service agreement with the Company in relation to his appointment as an executive Director for a three-year period effective from 10 May 2019 and it can be terminated with three months’ notice. Mr. Ng is entitled to an annual emolument of HK\$120,000 for acting as the Director and/or committee member of the Company and a bonus at the discretion of the Board for each financial year of the Company, which is covered in the service agreement. His emoluments as directors of the Group and his discretionary bonus would be determined with reference to various factors such as his experience, duties and responsibilities of Mr. Ng, the Group’s performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company. His directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

Save as disclosed above, Mr. Ng is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

4. Datin Ngooi — Non-executive Director

Datin Ngooi, aged 65, has been appointed as our non-executive Director since 30 April 2018. Datin Ngooi is primarily responsible for the overall strategic management and corporate development. She is the co-founder of our Group and has been serving as a director of JBB Builders (M) Sdn. Bhd. (“**JBB Builders**”) since its incorporation. Datin Ngooi has over 24 years of experience in management. From 1995 to 2000, Datin Ngooi was a senior IT manager of Malaysia Shipyard & Engineering Sdn. Bhd., a company engaged in ship repairing and conversion, where she was responsible for planning and directing the responsibilities of the IT department. In May 1996, she founded Computer Landmark Sdn. Bhd. (presently known as JBB Builders) and commenced business of computers trading in the capacity of a director. She remained as a director of JBB Builders since it commenced business as a subcontractor in the marine construction industry in 2012.

Datin Ngooi graduated from Aston University, United Kingdom, with a Bachelor of Science majoring in computer science in June 1982.

Datin Ngooi is the spouse of Dato’ Ng (an executive Director), and the aunt of Mr. Lam (an executive Director) and Mr. Ng (an executive Director).

Datin Ngooi was a director of the following company incorporated in Malaysia prior to its dissolution, details of which are set out below:

Name of company	Principal business activity prior to dissolution	Date of dissolution	Company status
Cameron Shanghai (M) Sdn. Bhd.	Dormant	9 August 2011	Dissolved by striking off

To the best of our Directors’ knowledge, information and belief having made reasonable enquiries, there was no judgment or findings of fraud, dishonesty, any misconduct or wrongful act on the part of Datin Ngooi involved in the dissolution of Cameron Shanghai (M) Sdn. Bhd., and as at the Latest Practicable Date, there was no outstanding liability or ongoing claim or litigation against Datin Ngooi in her capacity as a director prior to its dissolution. Datin Ngooi also confirmed that Cameron Shanghai (M) Sdn. Bhd. was solvent at the time of its dissolution.

As at the Latest Practicable Date, Datin Ngooi is a director and controlling shareholder of JBB Berlian Investment Limited which has corporate interests in 161,233,500 Shares while Dato’ Ng, spouse of Datin Ngooi, is a director and controlling shareholder of JBB Jade Investment Limited which has corporate interests in 181,816,500 Shares, representing 32.2467% and 36.3633%, respectively, of the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Datin Ngooi did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Datin Ngooi does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Datin Ngooi has entered into a service agreement with the Company in relation to her appointment as a non-executive Director of the Company for a three-year period effective from 10 May 2019 and it can be terminated with three months' notice. Datin Ngooi is entitled to an annual emolument of HK\$120,000 for acting as the Director and/or committee member of the Company and a bonus at the discretion of the Board for each financial year of the Company, which is covered in the service agreement. Her emoluments as directors of the Group and her discretionary bonus would be determined with reference to various factors such as her experience, duties and responsibilities of Datin Ngooi, the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company. Her directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

Save as disclosed above, Datin Ngooi is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

5. Mr. Tai Lam Shin — Independent non-executive Director

Mr. Tai Lam Shin (“**Mr. Tai**”), aged 62, has been appointed as our independent non-executive Director since 11 April 2019. He is mainly responsible for supervising and providing independent judgement to our Board. He is also the chairman of Audit Committee and Remuneration Committee and a member of Nomination Committee. Mr. Tai has over 35 years of experience in management and accounting services. From January 1984 to January 2007, Mr. Tai worked at Ernst & Young with his last position being a senior manager, and he was responsible for overseeing accounting and financial activities, as well as advising his clients on corporate governance matters. From April 2008 to December 2016, he served as an audit director of Moore Stephens Associates & Co., and was responsible for providing audit services to public and private companies of various industries. Since June 2014, Mr. Tai has been serving as an independent non-executive director of Keck Seng (Malaysia) Berhad, a company listed on Bursa Malaysia (stock code: 3476). Since June 2016, he has also been serving as an independent non-executive director of MCE Holdings Berhad, a company listed on Bursa Malaysia (stock code: 7004), and is currently the chairman of its nomination and remuneration committee. On 1 July 2019, Mr. Tai is appointed as an independent non-executive director and chairman of its audit committee of White Horse Berhad, a company listed on Bursa Malaysia (stock code: 5009).

Mr. Tai has been admitted as a Chartered Accountant of the Malaysian Institute of Accountants (MIA) in June 1987, and has been certified as a Fellow of The Chartered Association of Certified Accountants (FCCA), United Kingdom in February 1992.

Mr. Tai was a director of the following companies incorporated in Malaysia prior to their dissolution, details of which are set out below:

	Name of company	Principal business activity prior to dissolution	Date of dissolution	Company status
1.	Delta Technology (M) Sdn. Bhd.	Industrial compounds, chemicals and electronic products	31 December 1998	Dissolved by Registrar
2.	Cascade Building Materials Sdn. Bhd.	Dormant	4 August 2011	Dissolved by striking off

To the best of our Directors' knowledge, information and belief having made reasonable enquiries, there was no judgment or findings of fraud, dishonesty, any misconduct or wrongful act on the part of Mr. Tai involved in the dissolution of the aforementioned companies, and as at the Latest Practicable Date, there was no outstanding liability or ongoing claim or litigation against Mr. Tai in his capacity as a director prior to their dissolution. Mr. Tai also confirmed that the above companies were solvent at the time of them being dissolved.

Save as disclosed above, Mr. Tai did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr. Tai does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Tai has entered into a letter of appointment with the Company in relation to his appointment as an independent non-executive Director of the Company for a three-year period effective from 10 May 2019 and terminates with three months' notice. Mr. Tai is entitled to an annual emolument of HK\$120,000 for acting as the Director and/or committee member of the Company, which is covered in the letter of appointment. His emoluments as Director would be determined with reference to various factors such as his experience, duties and responsibilities of Mr. Tai, the prevailing market conditions and based on the recommendation from the remuneration committee of the Company. His directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

Save as disclosed above, Mr. Tai is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

6. Mr. Wong Kwok Wai, Albert — Independent non-executive Director

Mr. Wong Kwok Wai, Albert (黃國偉) (“Mr. Wong”), aged 60, has been appointed as our independent non-executive Director since 11 April 2019. He is mainly responsible for supervising and providing independent judgement to our Board. He is also a member of the Audit Committee, Remuneration Committee and Nomination Committee. Mr. Wong has extensive experience in accounting and assurances. Since December 2009, he has been serving as the managing director of Yong Zheng CPA Limited, an accounting firm, and was responsible for overseeing the audit works. Since June 2017, Mr. Wong has been serving as the chairman, chief executive officer and executive director of Shen You Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8377). On 31 May 2019, Mr. Wong is appointed as an independent non-executive director of Yi Hua Holdings Limited, a company listed on the Main Board (stock code: 2213), and is current the chairman of its audit committee and member of its nomination and remuneration committee.

Mr. Wong received his higher diploma in accountancy from the Hong Kong Polytechnic (presently known as Hong Kong Polytechnic University) in November 1982. He was admitted as a fellow of the Hong Kong Institute of Certified Public Accountants and as an associate of the Institute of Chartered Accountants in England and Wales in November 1992 and February 2008, respectively. Mr. Wong served on the Panel B of the disciplinary panel of the Hong Kong Institute of Certified Public Accountants from February 2005 to February 2018, and previously served on various committees, including administration and finance committee, China affairs committee, disciplinary panel, ethics committee, legal committee and taxation committee. He was the president of the Hong Kong Institute of Accredited Accounting Technicians Limited from May 1995 to June 1998, and became its honorary life member since June 1999.

Mr. Wong was a director of the following company incorporated in Hong Kong prior to its dissolution, details of which are set out below:

Name of company	Principal business activity prior to dissolution	Date of dissolution	Company status
Armago Company Limited	Trading of garment	8 December 2011	Dissolved by deregistration (<i>Note</i>)

Note: Under section 291AA of the Predecessor Companies Ordinance, an application for de-registration can only be made if (a) all the members of such company agreed to such de-registration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application and (c) such company has no outstanding liabilities.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

To the best of our Directors' knowledge, information and belief having made reasonable enquiries, there was no judgment or findings of fraud, dishonesty, any misconduct or wrongful act on the part of Mr. Wong involved in the dissolution of Armago Company Limited, and as at the Latest Practicable Date, there was no outstanding liability or ongoing claim or litigation against Mr. Wong in his capacity as a director prior to its dissolution. Mr. Wong also confirmed that Armago Company Limited was solvent at the time of its dissolution.

Save as disclosed above, Mr. Wong did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Wong does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Wong has entered into a letter of appointment with the Company in relation to his appointment as an independent non-executive Director of the Company for a three-year period effective from 10 May 2019 and it can be terminated with three months' notice. Mr. Wong is entitled to an annual emolument of HK\$120,000 for acting as the Director and/or committee member of the Company, which is covered in the letter of appointment. His emoluments as Director would be determined with reference to various factors such as his experience, duties and responsibilities of Mr. Wong, the prevailing market conditions and based on the recommendation from the remuneration committee of the Company. His directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

Save as disclosed above, Mr. Wong is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

7. Ms. Chan Pui Kwan — Independent non-executive Director

Ms. Chan Pui Kwan (陳佩君) ("Ms. Chan"), aged 53, has been appointed as our independent non-executive Director since 11 April 2019. She is mainly responsible for supervising and providing independent judgement to our Board. She is also a member of the Audit Committee, Remuneration Committee and Nomination Committee. Ms. Chan has over 17 years of experience in the corporate consultancy industry. In April 2002, she founded SINOVA Management Consultancy Limited (later renamed to ANT-SINOVA (Hong Kong) Limited), a company engaged in the provision of advice and support to investors entering into the PRC market, and remained as the chief executive officer until September 2012. Since September 2012, Ms. Chan was appointed as the chief executive officer of Delta Think (HK) Limited, a company engaged in the provision of business development consultancy services to private and public companies. Since July 2014, she has been serving as the non-executive director of DT Capital Limited, a company listed on the Main Board (stock code: 356), and was subsequently appointed as the chairman of its board in July 2014.

Ms. Chan has been acting as a licensed representative of Hua Yu Investment Management Limited for Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities since June 2016 and September 2015 respectively. Ms. Chan also actively participates in community service and holds advisory positions in various institutions. She is currently a member of the Competition Commission (Hong Kong). She is also acting as a general committee member, chairman of women executive club, as well as the chairman of the Europe committee of the Hong Kong General Chamber of Commerce. In addition, she has been serving as an adviser for Les Beatitudes, a social enterprise that supports underprivileged women who want to work in a more flexible arrangement while taking home with some earnings. In December 2009, Ms. Chan was selected as one of "China's 100 Outstanding Female Entrepreneurs".

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Ms. Chan was a director of the following companies incorporated in Hong Kong prior to their dissolution, details of which are set out below:

	Name of company	Principal business activity prior to dissolution	Date of dissolution	Company status
1.	Legend Wise Limited	Property holding	24 September 2004	Dissolved by striking off (<i>Note 1</i>)
2.	Meccano Far East Limited	Coffee maker design	13 March 2009	Dissolved by deregistration (<i>Note 2</i>)
3.	Jenno Limited	Investment holding	29 May 2009	Dissolved by deregistration (<i>Note 2</i>)
4.	Solidwood Limited	Timber trading	30 October 2009	Dissolved by deregistration (<i>Note 2</i>)
5.	Eurochine Limited	Recruitment consulting	12 March 2010	Dissolved by deregistration (<i>Note 2</i>)
6.	CNG Global Publishing Limited	Publishing	26 March 2010	Dissolved by deregistration (<i>Note 2</i>)
7.	Sinova Publishing Limited	Publishing	26 March 2010	Dissolved by deregistration (<i>Note 2</i>)
8.	Sinova Ventures Limited	Investment holding	26 March 2010	Dissolved by deregistration (<i>Note 2</i>)
9.	One2 Ticketing Limited	Ticketing	23 June 2017	Dissolved by deregistration (<i>Note 3</i>)
10.	One2 Entertainment Limited	Entertainment	20 April 2018	Dissolved by deregistration (<i>Note 3</i>)
11.	DT Entertainment Limited	Entertainment	15 May 2019	Dissolved by deregistration (<i>Note 2</i>)

Notes:

- (1) Under section 291 of the Predecessor Companies Ordinance, where the Registrar of Companies has reasonable cause to believe that a company is not carrying on business or in operation, the Registrar may strike the name of the company off the register after the expiration of a specified period.
- (2) Under section 291AA of the Predecessor Companies Ordinance, an application for de-registration can only be made if (a) all the members of such company agreed to such de-registration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application and (c) such company has no outstanding liabilities.
- (3) Under section 751 of the Companies Ordinance, an application for deregistration can only be made if in addition to the conditions for section 291AA of the Predecessor Companies Ordinance mentioned above, (a) the company is not a party to any legal proceedings; (b) the company's assets do not consist of any immovable property situate in Hong Kong; (c) if the company is a holding company, none of its subsidiary's assets consist of any immovable property situate in Hong Kong; and (d) the company is not a company specified under section 749 of the Companies Ordinance.

To the best of our Directors' knowledge, information and belief having made reasonable enquiries, there was no judgment or findings of fraud, dishonesty, any misconduct or wrongful act on the part of Ms. Chan involved in the dissolution of the aforementioned companies, and as at the Latest Practicable Date, there was no outstanding liability or ongoing claim or litigation against Ms. Chan in her capacity as a director prior to its dissolution. Ms. Chan also confirmed that the above companies were solvent at the time of their dissolution.

Save as disclosed above, Ms. Chan did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Ms. Chan does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Chan has entered into a letter of appointment with the Company in relation to his appointment as an independent non-executive Director of the Company for a three-year period effective from 10 May 2019 and it can be terminated with three months' notice. Ms. Chan is entitled to an annual emolument of HK\$120,000 for acting as the Director and/or committee member of the Company, which is covered in the letter of appointment. Her emoluments as Director would be determined with reference to various factors such as her experience, duties and responsibilities of Ms. Chan, the prevailing market conditions and based on the recommendation from the remuneration committee of the Company. Her directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

Save as disclosed above, Ms. Chan is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



JBB Builders International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1903)

NOTICE IS HEREBY GIVEN that an annual general meeting of JBB Builders International Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 20 November 2019 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 2019.
2. To consider and declare a final dividend of HK\$0.02 per share of HK\$0.01 (the “**Share(s)**”) each in the issued share capital of the Company for the year ended 30 June 2019.
3. 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;
 - f. Mr. Wong Kwok Wai, Albert as an independent non-executive Director; and
 - g. Ms. Chan Pui Kwan as an independent non-executive Director.
4. To re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the Board to fix the auditor’s remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

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 (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 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) 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) 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 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 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 or rights to acquire shares; or (iv) an issue of Shares as scrip dividends pursuant to the articles of association of the Company, from time to time, shall not exceed 20% of the total number of Shares 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 of the Company (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

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares or offer or issue of options, warrants or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares (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 (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).”

6. 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 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 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 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 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.”

NOTICE OF ANNUAL GENERAL MEETING

7. 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. 5 and no. 6 above, the general mandate granted to the Directors pursuant to the resolution no. 5 above be and is hereby extended by the addition thereto the number of Shares repurchased by the Company under the authority granted pursuant to the resolution no. 6 above.”

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

Hong Kong, 21 October 2019

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 Level 54, Hopewell Centre, 183 Queen's Road East, 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 Friday, 15 November 2019 to Wednesday, 20 November 2019, 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 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 November 2019.

Subject to the approval of shareholders of the Company at the annual general meeting, the proposed final dividend will be payable to Shareholders whose names appear on the register of members of the Company on Friday, 29 November 2019. The register of members of the Company will be closed from Tuesday, 26 November 2019 to Friday, 29 November 2019, both days inclusive, during which no transfer of Shares of the Company will be registered. In order to be entitled to the proposed final dividend, unregistered holders of Shares of the Company should ensure that all transfers of Shares 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 25 November 2019.

4. If a tropical cyclone warning signal number 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between is still hoisted in Hong Kong at 9:00 a.m. on 20 November 2019, the annual general meeting of the Company will not be held on 20 November 2019 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. "Business Day", in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong.