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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
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of JBB Builders International Limited to be held on Tuesday, 21 November 2023 at No. 20-01, Jalan Sri Perkasa 2/18, Taman Tampoi Utama, 81200 Johor Bahru, Malaysia 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

19 October 2023

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DEFINITIONS

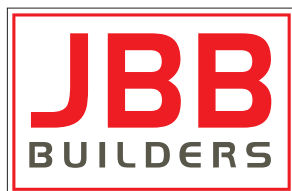
In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at No. 20–01, Jalan Sri Perkasa 2/18, Taman Tampoi Utama, 81200 Johor Bahru, Malaysia on Tuesday, 21 November 2023 at 11:00 a.m.;
“Articles of Association”	the amended and restated articles of association of the Company adopted by the Shareholders on 22 November 2022;
“associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Audit Committee”	audit committee of the Company;
“Board”	the board of Directors;
“Companies Act”	the Companies Act, Chapter 22, (Act 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. 4 in the notice of Annual General Meeting;
“Latest Practicable Date”	12 October 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;

DEFINITIONS

“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;
“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. 5 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; and
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs.

LETTER FROM THE BOARD



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. Chan Tsun Choi, Arnold
Ms. Chan Pui Kwan

Registered Office

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

Headquarters in Malaysia

No. 20-01, Jalan Sri Perkasa 2/18
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

19 October 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
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; and (ii) the proposed re-election of Directors in order to enable you to make an informed decision on whether to vote for or against the resolutions 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. 4 and 6 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 resolution no. 4 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. 4 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. 5 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. 5 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. Chan Tsun Choi, Arnold and Ms. Chan Pui Kwan.

LETTER FROM THE BOARD

Article 83(3) of the Articles of Association provides that any Directors appointed by the Board to fill in a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.

Article 84(1) of the Articles of Association provides that notwithstanding any other provisions in the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Accordingly, Dato' Ng Say Piyu, Datin Ngooi Leng Swee and Mr. Chan Tsun Choi, Arnold shall retire from office by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election as the Directors at the Annual General Meeting.

Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

Selection Criteria

1. The Nomination Committee shall consider, among other things, the following factors in assessing the suitability of a proposed candidate for directorships:
 - 1.1 reputation for integrity;
 - 1.2 qualifications including professional qualifications, skills, knowledge, accomplishment and experience that are relevant to the Company's business and corporate strategy;
 - 1.3 the structure, size, composition and needs of the Board and its respective Board committees at the time, taking into account of succession planning, where appropriate;
 - 1.4 commitment in respect of available time and relevant interest;
 - 1.5 Board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity on the Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. Single gender board is not considered to achieve Board diversity;
 - 1.6 any information obtained through third party references or background checks;

LETTER FROM THE BOARD

- 1.7 if a proposed candidate will be holding his/her seventh (or more) listed company directorship, the candidate's ability to devote sufficient time to the Board;
 - 1.8 requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules; and
 - 1.9 if an independent non-executive Director has served more than nine years, whether such Director would still be considered as independent and should be re-elected.
2. The factors stated in above are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

Nomination Procedures

The Board delegated certain duties under the nomination policy to the Nomination Committee.

3. The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, recommendations from personnel agents or as proposed by Shareholders with due consideration.
4. Proposed candidates will be asked to submit the necessary personal information, together with their written consent to be appointed as a Director and to the public disclosure of their personal data on any documents or the relevant websites and other information deemed necessary in relation to their nomination or otherwise pursuant to applicable legal and regulatory requirements.
5. The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.
6. The Nomination Committee will review and take reasonable steps to verify the information obtained from the candidate and seek clarification, where required.
7. The Nomination Committee may, at its discretion, invite any candidate to meet with Nomination Committee to assist them in their consideration of the proposed nomination or recommendation.
8. The Nomination Committee will then submit its nomination proposal to the Board for consideration and approval.

LETTER FROM THE BOARD

9. For the proposed appointment of any candidate at a general meeting of the Company, the Nomination Committee should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship and make a recommendation to the Board for its consideration and the Board will, at its discretion, make a recommendation to the Shareholders. Details of the proposed candidate including his/her/their personal particulars and the Board's recommendation will be included in a circular to be sent to the Shareholders for consideration in accordance with the applicable Listing Rules. Until the issue of such circular, the nominated candidate shall not assume that he/she/they has/have been proposed by the Board to stand for election at the Company's general meeting.

10. If an independent non-executive Director has served more than nine years, Nomination Committee shall assess the factors considered to believe such Director is still independent and should be re-elected. Nomination Committee shall assess if the existing Board composition would (i) avoid entrenchment; (ii) be receptive to new ideas and perspectives; (iii) foster diverse perspectives within the Board; (iv) generate new ideas; and (v) generate business strategies that is in line with an evolving business environment and challenges. Such Director's further appointment should be subject to a separate resolution to be approved by Shareholders. The papers to Shareholders accompanying that resolution should state why the Board (or the Nomination Committee) believes that the Director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or the Nomination Committee) in arriving at such determination. Where all the independent non-executive Directors have served more than nine years on the Board, the length of tenure of each existing independent non-executive Director should be disclosed on a named basis in the circular to Shareholders and/or explanatory statement accompanying the notice of the annual general meeting; and appoint a new independent non-executive Director on the Board at the forthcoming annual general meeting.

Recommendation of the Nomination Committee

The Nomination Committee has considered Dato' Ng Say Piyu's extensive experience in the construction industry, his working profile, various diversity aspects as set out in the board diversity policy of the Company, and other experience and factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Dato' Ng Say Piyu has the required character, integrity and experience to continuously fulfill his role as an executive Director effectively. The Board believed that his re-election as the executive Director would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has considered Datin Ngooi Leng Swee's extensive experience in the management, her working profile, various diversity aspects as set out in the board diversity policy of the Company, and other experience and factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Datin Ngooi Leng Swee has the required character, integrity and experience to continuously fulfill her role as a non-executive Director effectively. The Board believed that her re-election as the non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

The Nomination Committee has reviewed the biographical information of the retiring Directors, and assessed the independence of Mr. Chan Tsun Choi, Arnold based on reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that he remains independent. The Nomination Committee has also considered Mr. Chan Tsun Choi, Arnold's extensive experience in accounting and assurances, his working profile, various diversity aspects as set out in the board diversity policy of the Company, and other experience and factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Chan Tsun Choi, Arnold 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.

With the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Dato' Ng Say Piyu, Datin Ngooi Leng Swee and Mr. Chan Tsun Choi, Arnold 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. ANNUAL GENERAL MEETING

The notice of Annual General Meeting which contains, *inter alia*, resolutions to approve the Issue Mandate, the Repurchase Mandate, and the proposed re-election of the Directors 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

LETTER FROM THE BOARD

6. 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 Thursday, 16 November 2023 to Tuesday, 21 November 2023, both days inclusive, during which no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, unregistered holders of Shares 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 15 November 2023.

7. PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to the Article 66 of the Articles of Association, 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.

8. 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.

9. RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of Directors 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

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. 5 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 of Association, the Companies Act 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 Act, 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 Act, 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 2023 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.

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%
	Interest of spouse (Note 2)	161,233,500	32.25%	35.83%
	Beneficial owner	12,432,000	2.49%	2.76%
	Interest held jointly with Datin Ngooi Leng Swee (Note 5)	355,482,000	71.10%	79.00%
Datin Ngooi Leng Swee	Interest in a controlled corporation (Note 3)	161,233,500	32.25%	35.83%
	Interest of spouse (Note 4)	194,248,000	38.85%	43.17%
	Interest held jointly with Dato' Ng Say Piyu (Note 5)	355,482,000	71.10%	79.00%

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 Say Piyu 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 Leng Swee 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 Say Piyu. 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.
- (5) Pursuant to the confirmatory deed dated 16 May 2018, Dato' Ng Say Piyu and Datin Ngooi Leng Swee are parties acting in concert (having the meaning ascribed to it under the Takeovers Code). As such, Dato' Ng Say Piyu and Datin Ngooi Leng Swee will together control approximately 71.10% of the entire issued share capital of the Company.

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 during each of the previous twelve months before the Latest Practicable Date, and the current month up to the Latest Practicable Date were as follows:

	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
October 2022	0.52	0.5
November 2022	0.45	0.43
December 2022	0.5	0.405
January 2023	0.49	0.42
February 2023	0.42	0.385
March 2023	0.42	0.38
April 2023	0.62	0.37
May 2023	0.52	0.51
June 2023	0.59	0.485
July 2023	0.64	0.53
August 2023	0.65	0.53
September 2023	0.63	0.54
October 2023 (up to the Latest Practicable Date)	0.67	0.52

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 70, 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 43 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Dato' Ng is interested in 12,432,000 Shares, representing 2.4864% of the Shares within the meaning of Part XV of the SFO. He is also a director and controlling shareholder of JBB Jade Investment Limited which has corporate interests in 181,816,500 Shares while Datin Ngooi Leng Swee, 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.

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 2022 and it can be terminated with three months' notice. Dato' Ng is entitled to an annual emolument of HK\$120,000.00 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, the prevailing market conditions and based on the recommendation from the Remuneration Committee. His directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association.

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. **Datin Ngooi — Non-executive Director**

Datin Ngooi, aged 69, 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 28 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Datin Ngooi is the spouse of Dato' Ng (an executive Director), and the aunt of Mr. Lam Fung Eng (an executive Director) and Mr. Ng Chong Boon (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. Dato' Ng is also interested in 12,432,000 Shares, representing 2.4864% 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.

Datin Ngooi has entered into a service agreement with the Company in relation to her appointment as a non-executive Director for a three-year period effective from 10 May 2022 and it can be terminated with three months' notice. Datin Ngooi is entitled to an annual emolument of HK\$120,000.00 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, the prevailing market conditions and based on the recommendation from the Remuneration Committee. Her directorship is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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.

3. **Mr. Chan Tsun Choi, Arnold — Independent Non-executive Director**

Mr. Chan Tsun Choi, Arnold (陳進財), aged 63, has been appointed as our independent non-executive Director since 25 May 2020. He is mainly responsible for supervising and providing independent judgement to our Board. He is also a member of the Audit Committee and Nomination Committee. Mr. Chan has over 37 years of experience in financial industry. From June 1986 to December 1990, Mr. Chan worked at The China State Bank, Ltd. Hong Kong Branch with his last position being a deputy manager under the investment department, and he was responsible for credit control and investment activities. From December 1990 to July 1993, Mr. Chan worked at Unicoopjapan (H.K.) Ltd. with his last position being a senior manager and he was responsible for controlling and overseeing the treasury and finance operations, and advising investment opportunities in People's Republic of China for Japanese investors. From July 1993 to December 1997, Mr. Chan worked at China Development Investment Management Limited with his last position being the head of China business department and he was responsible for investment opportunities identification, project management and corporate finance. From January 1998 to December 2019, Mr. Chan worked at Dragages Hong Kong Limited, a subsidiary of Bouygues Construction, with his last position as special advisor to chairman. He was the structured finance director and project finance director of Dragages Hong Kong Limited from March 2005 to March 2019. He was responsible for fund raising activities and financing for construction projects in Hong Kong and Asia Pacific. On 4 June 2020, Mr. Chan is appointed as an independent non-executive director of Harbour Equine Holdings Limited (formerly known as Shen You Holdings Limited), a company listed on GEM of the Stock Exchange (stock code: 8377), and is currently member of its audit, nomination and remuneration committee. On 26 August 2022, Mr. Chan is appointed as an independent non-executive director of Upbest Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 335), and is currently the chairman of its audit committee and member of its nomination and remuneration committee.

Mr. Chan obtained a degree of Bachelor of Business Administration from The Chinese University of Hong Kong in December 1986. He obtained a postgraduate diploma in Banking and Finance from the City Polytechnic of Hong Kong (presently known as City University of Hong Kong) and a degree of Master of Science in Finance from City University of Hong Kong in November 1990 and November 1995, respectively.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chan was admitted as an associate of The Institute of Management (presently known as Chartered Management Institute) in the United Kingdom in January 1990 and was admitted as a fellow in March 2018. He was admitted as a member of The International Institute of Management in February 1997. He was admitted as Certified Practising Accountant of the Australian Society of Certified Practising Accountants (presently known as CPA Australia) in August 1997 and was awarded a fellow membership in July 2015. He was admitted as associate of Hong Kong Society of Accountants (presently known as Hong Kong Institute of Certified Public Accountants) in December 1997 and certified as fellow member in May 2015. He was admitted as member of Hong Kong Securities Institute (presently known as Hong Kong Securities and Investment Institute) in December 1998 and certified as fellow member in November 2014. He obtained Chartered Financial Analyst from CFA Institute in September 2007.

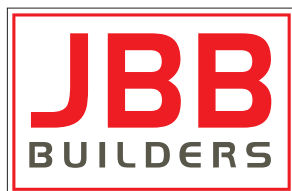
Save as disclosed above, Mr. Chan did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. 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.

Mr. 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 25 May 2023 and it can be terminated with three months' notice. Mr. Chan is entitled to an annual emolument of HK\$120,000.00 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. Chan, 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 of Association.

Save as disclosed above, Mr. 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 No. 20–01, Jalan Sri Perkasa 2/18, Taman Tampoi Utama, 81200 Johor Bahru, Malaysia on Tuesday, 21 November 2023 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 2023.
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. Datin Ngooi Leng Swee as a non-executive Director; and
 - c. Mr. Chan Tsun Choi, Arnold 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

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.”

NOTICE OF ANNUAL GENERAL MEETING

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.”

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

Hong Kong, 19 October 2023

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/her/its 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, 16 November 2023 to Tuesday, 21 November 2023, 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, 15 November 2023.
4. 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.