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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, 23 November 2021 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 16 to 19 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.

Precautionary measures for the Annual General Meeting

In view of the outbreak of COVID-19 epidemic and requirements for prevention and control of its spread, the Company may, depending on the development with regard to COVID-19, implement necessary preventive measures at the Annual General Meeting to protect attending Shareholders, proxy and other attendees from the risk of infection, including, without limitation:

- compulsory scanning of Mysejahtera QR code;
- compulsory temperature check on every attendee;
- compulsory wearing of surgical face masks at all times; and
- other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the Annual General Meeting as may be necessary to avoid over-crowding.

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. The Company reminds Shareholders that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attend the Annual General Meeting in person.

CONTENTS

	<i>page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1. INTRODUCTION	3
2. GENERAL MANDATE TO ISSUE SHARES	4
3. GENERAL MANDATE TO REPURCHASE SHARES	4
4. RE-ELECTION OF DIRECTORS	4
5. ANNUAL GENERAL MEETING	7
6. CLOSURE OF REGISTER OF MEMBERS	7
7. PROCEDURES BY WHICH A POLL MAY BE DEMANDED	7
8. RESPONSIBILITY STATEMENT	7
9. RECOMMENDATION	8
 APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	 9
 APPENDIX II — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	 12
 NOTICE OF ANNUAL GENERAL MEETING	 16

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, 23 November 2021 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. 4 in the notice of Annual General Meeting
“Latest Practicable Date”	12 October 2021, 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. 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
“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

20 October 2021

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.

Article 84(1) of the Articles provides that notwithstanding any other provisions in the Articles, 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 by rotation at least once every three years. Accordingly, Mr. Lam Fung Eng, Mr. Ng Chong Boon and Mr. Tai Lam Shin 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.

LETTER FROM THE BOARD

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;
 - 1.6 any information obtained through third party references or background checks;
 - 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; and
 - 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.
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.

LETTER FROM THE BOARD

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.
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.

Recommendation of the Nomination Committee

The Nomination Committee has considered Mr. Lam Fung Eng'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 Mr. Lam Fung Eng 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 Mr. Ng Chong Boon's extensive experience in management, 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. Ng Chong Boon 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 reviewed the biographical information of the retiring Directors, and assessed the independence of Mr. Tai Lam Shin 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. Tai Lam Shin'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. 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.

With the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Mr. Lam Fung Eng, Mr. Ng Chong Boon and Mr. Tai Lam Shin stand for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

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 16 to 19 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.

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, 18 November 2021 to Tuesday, 23 November 2021, 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 Wednesday, 17 November 2021.

7. 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.

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.

LETTER FROM THE BOARD

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

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. 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, 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 2021 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 (<i>Note 1</i>)	181,816,500	36.36%	40.40%
	Interest of spouse (<i>Note 2</i>)	161,233,500	32.25%	35.83%
Datin Ngooi Leng Swee	Interest in a controlled corporation (<i>Note 3</i>)	161,233,500	32.25%	35.83%
	Interest of spouse (<i>Note 4</i>)	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 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.

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 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 2020	0.70	0.51
November 2020	1.11	0.68
December 2020	0.95	0.70
January 2021	0.80	0.61
February 2021	0.84	0.60
March 2021	0.78	0.58
April 2021	0.90	0.60
May 2021	0.84	0.51
June 2021	0.82	0.61
July 2021	0.71	0.60
August 2021	0.70	0.60
September 2021	0.69	0.52
October 2021 (up to the Latest Practicable Date)	0.64	0.56

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. Mr. Lam Fung Eng — Executive Director

Mr. Lam Fung Eng (“Mr. Lam”), aged 45, 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 21 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 Perwik 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 Say Piyu (an executive Director) and Datin Ngooi Leng Swee (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	Date of dissolution	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.

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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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\$120,000.00 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 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.

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.

2. Mr. Ng Chong Boon — Executive Director

Mr. Ng Chong Boon ("Mr. Ng"), aged 50, 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 26 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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 Say Piyu (an executive Director) and Datin Ngooi Leng Swee (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\$120,000.00 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 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.

3. Mr. Tai Lam Shin — Non-executive Director

Mr. Tai Lam Shin ("Mr. Tai"), aged 63, 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 37 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), and is currently member of its audit, nomination and remuneration committee. 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 and member of its audit and risk assessment committee. On 1 July 2019, Mr. Tai is appointed as an independent non-executive director of White Horse Berhad, a company listed on Bursa Malaysia (stock code: 5009) and chairman of its audit committee.

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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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.

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 for a three-year period effective from 10 May 2019 and it can be terminated with three months' notice. Mr. Tai 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. 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.

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, 23 November 2021 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 2021.
2. To re-elect the following Directors and authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration:
 - a. Mr. Lam Fung Eng as an executive Director;
 - b. Mr. Ng Chong Boon as an executive Director; and
 - c. Mr. Tai Lam Shin as an independent non-executive Director.
3. To 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.”

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, 20 October 2021

NOTICE OF ANNUAL GENERAL MEETING

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 Thursday, 18 November 2021 to Tuesday, 23 November 2021, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 17 November 2021.
 4. In view of the outbreak of COVID-19 epidemic and requirements for prevention and control of its spread, the Company may, depending on the development with regard to COVID-19, implement necessary preventive measures at the annual general meeting to protect attending shareholders of the Company, proxy and other attendees from the risk of infection, including, without limitation:
 - compulsory scanning of Mysejahtera QR code;
 - compulsory temperature check on every attendee;
 - compulsory wearing of surgical face masks at all times; and
 - other practical precautions which may include maintaining appropriate distancing and spacing at the venue, limiting the number of attendees at the annual general meeting as may be necessary to avoid over-crowding.
- Any person who does not comply with the precautionary measures may be denied entry into the annual general meeting venue. The Company reminds shareholders of the Company that they may appoint the chairman of the annual general meeting as their proxy to vote on the relevant resolutions at the annual general meeting as an alternative to attend the annual general meeting in person.
5. In case the venue is being closed on the date of annual general meeting due to COVID-19, the annual general meeting shall stand adjourned to the same day in next week at the same time and place or to such other time and place as the Board may determine. The Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company.