
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **BBSB International Limited**, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of The Stock Exchange of Hong Kong Limited, you should at once hand this circular and the accompanying form of proxy 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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BBSB International Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8610)

PROPOSALS FOR
(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND
REPORTS OF DIRECTORS AND AUDITORS,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO BUY BACK SHARES AND
TO ISSUE SHARES
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING

The notice convening the 2026 Annual General Meeting (“**2026 AGM**”) of BBSB International Limited to be held at B-03-32, Block B Merchant Square No.1 Jalan Tropicana Selatan 1 PJU 3, 47410 Petaling Jaya Selangor, Malaysia on Tuesday, 30 June 2026 at 10:00 a.m. (Malaysia time and Hong Kong Time) is set out in this circular.

Whether or not you are able to attend the 2026 AGM, please complete and sign the enclosed form of proxy for use at the 2026 AGM in accordance with the instructions printed thereon and return it to Boardroom Share Registrars (HK) Limited, the Company’s branch share registrar in Hong Kong, at “2103B, 21/F, 148 Electric Road, North Point, Hong Kong” as soon as possible but in any event not less than 48 hours before the time appointed for the 2026 AGM (i.e. not later than 10:00 a.m. on Sunday, 28 June 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2026 AGM if they so wish.

This circular, together with the form of proxy, are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://bbsbholdings.com.my/>).

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	4
2. Resolution (1) Adoption of the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors of the Company for the year ended 31 December 2025	4
3. Resolution (2) Re-election of Retiring Directors	4
4. Resolution (3) Re-appointment of Auditors	5
5. Resolution (4) Granting of General Mandate to Buy-back Shares	5
6. Resolution (5) Granting of General Mandate to Issue Shares	6
7. Resolution (6) Granting of Extension Mandate	6
8. 2026 Annual General Meeting and Proxy Arrangement	7
9. Voting at the 2026 Annual General Meeting	7
10. Recommendation	7
11. Closure of Register of Members	8
12. Responsibility Statement	8
13. Competing Interests	8
14. General Information	8
15. Language	8
Appendix I – Details of the Directors Proposed to be Re-elected at the 2026 Annual General Meeting	9
Appendix II – Explanatory Statement on the Share Buy-back Mandate	15
Notice of 2026 Annual General Meeting	18

DEFINITIONS

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

“2026 AGM”	the annual general meeting of the Company to be held at B-03-32, Block B Merchant Square No.1 Jalan Tropicana Selatan 1 PJU 3, 47410 Petaling Jaya Selangor, Malaysia on Tuesday, 30 June 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the memorandum of association and articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“associate(s)” or “close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the Board of Directors
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended or supplemented from time to time
“Company”	BBSB International Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM of the Stock Exchange (Stock Code: 8610)
“controlling shareholder(s)”	has the meaning as defined in the GEM Listing Rules
“core connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Share Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with (include any sale or transfer of treasury shares out of treasury) additional Shares of not exceeding 20% of the total number of issued shares of the Company (exclude treasury shares, if any) as at the date of passing of the proposed ordinary resolution
“Latest Practicable Date”	27 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“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 issued capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (exclude treasury shares, if any) as at the date of passing of the proposed ordinary resolution
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as defined in the GEM Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“treasury shares”	has the meaning ascribed to it under the GEM Listing Rules, as amended, supplemental or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD



BBSB International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8610)

Executive Directors:

Datuk Tan Chin Nyan (*Chairman*)
Mr. Tan Tze Tung
Ms. Tan Xin Yi

Independent Non-executive Directors:

Mr. Lee Tuan Meng
Mr. Ooi Kim Chai
Ms. Norkamaliah Binti Hashim

Registered Office:

P.O. Box 500
Suite 210, 2nd Floor
Windward III
Regatta Office Park
Grand Cayman, KY1-1106
Cayman Islands

Principal Place of Business

in Hong Kong:
Room 1916, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

29 May 2026

To the Shareholders:

Dear Sir/Madam,

PROPOSALS FOR
(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND
REPORTS OF DIRECTORS AND AUDITORS,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO BUY BACK SHARES AND
TO ISSUE SHARES
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to give you notice of the 2026 AGM, and to provide you with details of the resolutions to be proposed at the 2026 AGM which include (i) the adoption of the audited consolidated financial statements and the reports of the Directors and the independent auditors of the Company (the “**Auditors**”) for the year ended 31 December 2025 ; (ii) the proposed re-election of the Retiring Directors; (iii) the proposed re-appointment of the Auditors of the Company; (iv) the granting of the Share Buy-back Mandate; (v) the granting of the Issue Mandate; and (vi) the granting of the Extension Mandate.

2. RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2025

The audited consolidated financial statements together with the reports of the Directors and the Auditors of the Company for the year ended 31 December 2025, are set out in the 2025 annual report. The 2025 annual report may be viewed and downloaded from the Company’s website (www.bbsbholdings.com.my) and the Stock Exchange’s website (www.hkexnews.hk). The audited consolidated financial statements of the Company for the year ended 31 December 2025 have been reviewed by the audit committee of the Company (the “**Audit Committee**”).

3. RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of six Directors, namely Datuk Tan Chin Nyan (“**Datuk Tan**”), Mr. Tan Tze Tung (“**Mr. Andy Tan**”), Ms. Tan Xin Yi (“**Ms. Tan**”), Mr. Lee Tuan Meng (“**Mr. Lee**”), Mr. Ooi Kim Chai (“**Mr. Ooi**”) and Ms. Norkamaliah Binti Hashim (“**Ms. Hashim**”).

In accordance with Article 108 of the Articles of Association, one-third of the Directors for the time being who have been longest in office since their last election shall retire from office by rotation such that every Director is subject to retirement by rotation at least once every three years.

Pursuant to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Datuk Tan, Mr. Andy Tan and Ms. Tan, the Executive Directors; and Mr. Lee, Mr. Ooi, and Ms. Hashim, the Independent Non-executive Directors (“**Retiring Directors**”) shall retire at the 2026 AGM. All the Retiring Directors, being eligible, offered themselves for re-election at the 2026 AGM.

The re-election of the Retiring Directors has been reviewed by the nomination committee of the Company (the “**Nomination Committee**”) which recommended to the Board that the re-election be proposed for Shareholders’ approval at the 2026 AGM.

The Nomination Committee has assessed the independence of each of the Independent Non-executive Directors who include Mr. Lee, Mr. Ooi and Ms. Hashim based and opined that they satisfy on the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and considered that all of them remain independent.

LETTER FROM THE BOARD

The Nomination Committee has also reviewed the structure and composition of the Board, the confirmations and disclosures given by the Retiring Directors, their qualifications, skills and experience, time commitment and contribution of the Retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all the Independent Non-executive Directors. The Nomination Committee has recommended to the Board on the re-election of all the Retiring Directors.

The biographical details of the Retiring Directors who have been proposed to be re-elected at the 2026 AGM are set out in Appendix I to this circular.

4. RESOLUTION (3) RE-APPOINTMENT OF AUDITORS

BDO Limited will retire as the Auditors of the Company at the 2026 AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint BDO Limited as the Auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company. Taking into the account the complexity and business plan of the Company, the expected audit scope, audit timetable and auditors' resources required by BDO Limited, the estimated audit fee for the year ending 31 December 2026 would be approximately HK\$1 million. The estimated audit fee also assumes that there will be no material change in the Group's operations, the number of subsidiaries of the Company or the Group's accounting policies or regulatory environment during the financial year of 2026.

5. RESOLUTION (4) GRANTING OF GENERAL MANDATE TO BUY-BACK SHARES

At the 2026 AGM, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to buy-back, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, the Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue (exclude treasury shares, if any) as at the date of passing of the relevant resolution at the 2026 AGM.

As at the Latest Practicable Date, a total of 500,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Share Buy-back Mandate to the Directors and on the basis that no Share will be issued or repurchased by the Company between the Latest Practicable Date and the 2026 AGM, the Company will be allowed under the Share Buy-back Mandate to buy-back a maximum of 50,000,000 Shares.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

Neither the Explanatory Statement nor the proposed share repurchase has any usual feature.

LETTER FROM THE BOARD

6. RESOLUTION (5) GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the 2026 AGM, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with (include any sale or transfer of treasury shares out of treasury) unissued shares up to 20% of the aggregate nominal value of the share capital of the Company in issue (exclude treasury shares, if any) as at the date of passing of the relevant resolution at the 2026 AGM.

As at the Latest Practicable Date, a total of 500,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Share will be issued or bought back by the Company between the Latest Practicable Date and the 2026 AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 100,000,000 Shares.

7. RESOLUTION (6) GRANTING OF EXTENSION MANDATE

In addition, an ordinary resolution will be proposed at the 2026 AGM to extend the Issue Mandate by an additional amount representing the aggregate nominal value of Shares bought-back under the Share Buy-back Mandate.

The Issue Mandate and the Share Buy-back Mandate, if granted at the 2026 AGM, will expire at the earliest of: (a) the conclusion of the 2027 annual general meeting; or (b) the expiration of the period within which the 2027 annual general meeting of the Company is required by the Articles of Association, the Companies Act or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the 2027 annual general meeting of the Company.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

LETTER FROM THE BOARD

8. 2026 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the 2026 AGM is set out on pages 18 to 22 of this circular.

A form of proxy for use at the 2026 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.bbsbholdings.com.my). Whether or not you are able to attend the 2026 AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with Boardroom Share Registrars (HK) Limited, the Company's Hong Kong branch share registrar and transfer office, at "2103B, 21/F, 148 Electric Road, North Point, Hong Kong", or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for the 2026 AGM (i.e. not later than 10:00 a.m. on Sunday, 28 June 2026) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2026 AGM if you so wish.

9. VOTING AT THE 2026 AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the 2026 AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the 2026 AGM will be made by the Company after the 2026 AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

10. RECOMMENDATION

At the 2026 AGM, six ordinary resolutions will be proposed to approve, among other matters, the adoption of the audited consolidated financial statements and the reports of the Directors and the Auditors of the Company for the year ended 31 December 2025, the re-election of the Retiring Directors, the re-appointment of Auditors, the granting of the Share Buy-back Mandate, the granting of the Issue Mandate, and the granting of the Extension Mandate.

The Directors believe that the proposed granting of the Share Buy-back Mandate, the Issue Mandate, the Extension Mandate, the re-election of the Retiring Directors, the re-appointment of the Auditors, are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Share Buy-back Mandate may, depending on market conditions and funding arrangements at the time, enhance the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such buy back of Shares will benefit the Company and the Shareholders. An exercise of the Share Buy-back Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company, compared with that as at 31 December 2025, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any buy back in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that the Shareholders vote in favour of all resolutions to be proposed at the 2026 AGM.

LETTER FROM THE BOARD

11. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the 2026 AGM will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending, speaking and voting at the 2026 AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with Boardroom Share Registrars (HK) Limited, the Company's Hong Kong branch share registrar and transfer office at "2103B, 21/F, 148 Electric Road, North Point, Hong Kong", not later than 10:00 a.m. on Sunday, 28 June 2026). The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the 2026 AGM is Tuesday, 30 June 2026.

12. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 is not misleading or deceptive, and there are no other matters the omission of which would make this circular or any content herein misleading.

13. COMPETING INTERESTS

To the best knowledge of the Directors, none of the Directors or the controlling Shareholders (as defined in the GEM Listing Rules) of the Company, nor any of their respective close associates (as defined in the GEM Listing Rules), had any interest as at the Latest Practicable Date that competes or may compete with the business of the Group, which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

14. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular and the notice of the 2026 AGM.

15. LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
BBSB International Limited
Tan Chin Nyan
Chairman

As at the date of this circular, the Executive Directors are Datuk Tan Chin Nyan, Mr. Tan Tze Tung and Ms. Tan Xin Yi; and the Independent Non-executive Directors are Mr. Lee Tuan Meng, Mr. Ooi Kim Chai and Ms. Norkamaliah Binti Hashim.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the grant of the Buy-back Mandate.

1. SHARE CAPITAL

The GEM Listing Rules permit companies with primary listing on the Stock Exchange to buy back their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed buy back of shares by a company with a primary listing on the Stock Exchange must be approved by its shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up.

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

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the 2026 AGM in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back before the 2026 AGM, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 50,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the 2026 AGM.

If the Company buy back Shares pursuant to the Share Buy-back Mandate, the Company may either (i) cancel the Shares bought-back and/or (ii) hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the Share buy-back.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS, (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The Company will ensure that the treasury shares are appropriately identified and segregated, such as giving clear written instructions to the Hong Kong branch share registrar of the Company to update the record to clearly segregate and identify those treasury shares held in CCASS.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to buy back Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-back may, depending on market conditions and funding arrangements at that time, enhance the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

In making buy-back, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the laws of the Cayman Islands. The Company may not purchase shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange in effect from time to time.

4. IMPACT OF SHARE BUY-BACK

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 31 December 2025) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back 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. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous calendar months since the listing date of 13 January 2026 on the GEM and up to and including the Latest Practicable Date were as follows:

Year & Month	Highest HK\$	Lowest HK\$
2026		
January (since Listing Date of 13 January 2026)	0.710	0.620
February	0.690	0.630
March	0.640	0.580
April	0.590	0.530
May (up to the Latest Practicable Date)	0.600	0.550

Source: The Stock Exchange

6. DISCLOSURE OF INTEREST BY DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best of their knowledge having made all reasonable enquiries, none of the Directors nor their close associates (as defined in the GEM Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the Shares under the Share Buy-back Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or its subsidiaries or have undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders and exercised by the Board.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Company that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-back pursuant to the Buy-back Mandate in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share buy-back has any unusual features.

8. TAKEOVERS CODE

If as a result of a buy back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, BBSB Overseas Private Ltd (70% owned by Datuk Tan Chin Nyan and 30 % owned by Datin Pan Shao Ping) is interested in 375,000,000 Shares representing approximately 75.00% of the total issued share capital of the Company. Both Datuk Tan Chin Nyan and Datin Pan Shao Ping (being the spouse of Datuk Tan Chin Nyan) are deemed to be interested in these 375,000,000 Shares. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the interest of BBSB Overseas Private Ltd, Datuk Tan Chin Nyan and Datin Pan Shao Ping will be increased to approximately 83.33% of the issued share capital of the Company. The Directors consider that such increase in shareholding will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors will not exercise the Share Buy-back Mandate to such an extent that the public holding of Shares will be reduced to below 25% of the issued share capital of the Company.

9. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF 2026 ANNUAL GENERAL MEETING



BBSB International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8610)

NOTICE OF 2026 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 Annual General Meeting of BBSB International Limited (the “**Company**”) will be held at B-03-32, Block B Merchant Square No.1 Jalan Tropicana Selatan 1 PJU 3, 47410 Petaling Jaya Selangor, Malaysia on Tuesday, 30 June 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As Ordinary Business

1. To receive and adopt the audited consolidated financial statements and the reports of the Directors and the Auditors of the Company for the year ended 31 December 2025.
2.
 - (a) To re-elect Datuk Tan Chin Nyan as an Executive Director of the Company.
 - (b) To re-elect Mr. Tan Tze Tung as an Executive Director of the Company.
 - (c) To re-elect Ms. Tan Xin Yi as an Executive Director of the Company.
 - (d) To re-elect Mr. Lee Tuan Meng as an Independent Non-executive Director of the Company.
 - (e) To re-elect Mr. Ooi Kim Chai as an Independent Non-executive Director of the Company.
 - (f) To re-elect Ms. Norkamaliah Binti Hashim as an Independent Non-executive Director of the Company.
 - (g) To authorise the Board of Directors to fix the remuneration of Directors of the Company for the year ending 31 December 2026.
3. To re-appoint BDO Limited as the Auditor of the Company and to authorise the Board of Directors to fix the remuneration of the Auditor.

NOTICE OF 2026 ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws and the requirements of the Securities and Future Commission, the Companies Act of the Cayman Islands and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange or those of any other recognised 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 to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (exclude treasury shares, if any) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (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 of the Company or any applicable laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF 2026 ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with (include any sale and transfer of treasury shares, out of treasury) additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (exclude treasury shares, if any) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) 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 of the Company or any applicable laws to be held; and

NOTICE OF 2026 ANNUAL GENERAL MEETING

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

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

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

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares bought-back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (exclude treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

Yours faithfully,
By order of the Board
BBSB International Limited
Tan Chin Nyan
Chairman

29 May 2026

NOTICE OF 2026 ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://bbsbholdings.com.my/>) in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Sunday, 28 June 2026) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2026 AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 June 2026.

The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the 2026 AGM is Tuesday, 30 June 2026.

The Annual General Meeting will be held as scheduled when bad weather is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations. The period of close of the Register of Members and the last registration date for determination of the entitlement to attend and vote at the 2026 AGM will remain as the aforesaid period and date.

5. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
6. As at the date of this notice, the Board comprises of three Executive Directors namely Datuk Tan Chin Nyan, Mr. Tan Tze Tung and Ms. Tan Xin Yi; and three Independent Non-executive Directors namely Mr. Lee Tuan Meng, Mr. Ooi Kim Chai and Ms. Norkamaliah Binti Hashim.