

# **BBSB International Limited**

*(incorporated in the Cayman Islands with limited liability)*

(the “**Company**”)

(Stock code: 8610)

## **Inside Information Policy**

(the “**Policy**”)

(Adopted pursuant to a resolution passed by the board (“**Board**”) of directors (“**Directors**”) of the Company on 23 June 2025)

### **1. Purpose**

This policy aims to set out guidelines to the Directors and all relevant employees of the Company and its subsidiaries (“**Group**”) to ensure Inside Information (as defined below) of the Group is to be disseminated to the public in equal and timely manner in accordance with the applicable laws and regulations which include the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) (“**SFO**”) and the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The term “relevant employee” refers to employee of the Group, because of his/her office or employment, who is likely to be in possession of the unpublished Inside Information (as defined below).

### **2. Definition of Inside Information**

Under the Part XIVA (the “**Part XIVA**”) of the SFO inside information in respect of the Company, is specific information about the Company and its group companies, its shareholder or officer or its listed securities or derivatives, which is not generally known to the persons who are accustomed, or would be likely, to deal in the Company’s listed securities but would, if generally known to them, be likely to materially affect the price of the Company’s listed securities (“**Inside Information**”).

Some examples of information which the Company should consider as to whether they constitute Inside Information is set out in the “*Guidelines on Disclosure of Inside Information*” published by the Securities and Futures Commission (“**SFC**”).

### **3. Announcement of Inside Information**

Under Part XIVA of the SFO, the Company must as soon as reasonably practicable after any Inside Information has come to its knowledge, disclose the information to the public. If the Company breaches a disclosure requirement, each of its officers and employees could be held personally responsible if his/her intentional, reckless or negligent conduct has led to the breach, or if he/she failed to take all reasonable measures to prevent such a breach.

To comply with the SFO,

- (i) The Company must disclose Inside Information to the public as soon as reasonably practicable.
- (ii) The Company’s board of directors (the “**Board**”) shall take reasonable precautions for preserving the confidentiality of Inside Information and the relevant announcement (if applicable) before publication.

- (iii) All Inside Information must be treated and kept strictly confidential.
- (iv) Disclosure must be made in a manner that provides the public with an equal, timely and effective access to the information, for example through the electronic publication system operated by the Stock Exchange.

#### **4. Duty of officers**

Every Director, manager or Company Secretary of, or any other persons involved in the management of the Company must take all reasonable measures from time to time to ensure that proper safeguards exist to prevent a breach of the disclosure of inside information requirements.

#### **5. Restriction on sharing non-public information**

Generally, no employee or Director may disclose, discuss or share with outside parties (except for communication with the Company's advisers who owe a duty of confidentiality, e.g. lawyers, and other categories of persons as allowed under the Part XIVA) the information of price-sensitive nature about the Company that has not been released to the public.

#### **6. Handling of rumours**

The Company has no obligation to respond to media speculation, market rumours or analysts' reports. However, where press speculation or market rumours are largely accurate and underlying information constitutes Inside Information, it is likely that matters intended to be kept confidential have been leaked, resulting in the safe harbour (as described below) falling away, and public disclosure is required.

If there are rumours in the public, concern should be addressed to the Board for determination as to whether the nature of such rumours falls into the category mentioned above.

#### **7. Handling of emergency situations - delegation of authority to Executive Director**

There may be circumstances where the Company is faced with an unexpected and significant event, such as, unusual price and/or trading movements in the Company's securities, or market rumor which requires immediate clarification in order to avoid the development of a false market in its securities, or inadvertent dissemination of inside information. Given the prompt response time required and in the event that the Board is not able to convene a physical meeting or the approval for a clarification announcement could not be reasonably expected to be obtained promptly by way of written resolution or the Chairman might not be reached, an Executive Director under such circumstances, is empowered to take appropriate action to ensure compliance with the disclosure requirements, including but not limited to issuing a "clarification" or "holding" announcement, and to approve the making of a request to the Stock Exchange for a suspension in the trading of the Company's securities pending publication of an announcement.

#### **8. Unintentional Selective Disclosure**

Director(s) or employee(s) who become aware of any non-public price-sensitive information having been divulged, that may fall into the category of Inside Information, should immediately inform the Company Secretary, who will notify the Board accordingly. If it is determined that unintentional selective disclosure occurs, the Company will promptly make an announcement to provide full disclosure to the public.

## **9. Exemption and Waiver to the Disclosure of Inside Information**

Disclosure of Inside Information is not required if and so long as the circumstances of the case fall within one of the following safe harbours under the Part XIVA:

- (A) the disclosure is prohibited or restricted by an enactment or a court order;
- (B) the information concerns an incomplete proposal or negotiation (e.g. in the brain-storming stage);
- (C) the information concerned is a trade secret;
- (D) the information relates to the provision of liquidity support from the Hong Kong Special Administrative Government's Exchange Fund or an institution which performs the functions of a central bank to the Company/its group companies; or
- (E) If a specific waiver is granted by the SFC as it is satisfied that the disclosure would contravene foreign legislation or a foreign court order or a restriction imposed by a foreign law enforcement agency or a foreign government authority.

With the exception of safe harbour (A), all other safe harbours will be applicable only if the Company has taken reasonable precautions for preserving the confidentiality of the information and the confidentiality of the information is actually preserved. Where such confidentiality has been compromised and/or where in the event of a leak, the Company must make an announcement as soon as practicable.

In the case where the Board determines that the Company is not obligated to make disclosure of certain information as a result of the availability of a safe harbor, such a decision shall be documented by the Company Secretary who shall:

- (a) describe the matter in question;
- (b) include a statement as to the materiality of the matter; and
- (c) describe the safe harbor relied on and steps, if any, which may require a review of the decision depending on future developments (if any).

## **10. Maintaining confidentiality and dealing restrictions**

### Directors and employees

Directors and employees who possess unpublished Inside Information must:

- (a) refrain from discussing that information with, or divulging that information to, any unauthorized persons (in the case where a transaction is being discussed, divulgence of information should be limited to persons involved with the transactions only);
- (b) ensure appropriate confidentiality agreements are in place when the Company enters into significant negotiations; and
- (c) ensure that any documents or other written material in his/her possession in relation to that information are properly and securely stored and are not disclosed to any unauthorized persons.

Directors and employees must not deal in the Company's securities when they are in possession

of unpublished inside information. Details of dealing restrictions imposed on Directors and employees are set out under Chapter 5 of the GEM Listing Rules. Any dealing of any person whilst in possession of Inside Information constitutes insider dealing which is a criminal offence under the SFO.

#### External parties

It may be necessary for certain categories of person who deal with the Company (e.g. substantial shareholders, lenders, advisers, credit-rating agencies, government departments or other parties with whom the Company is negotiating) to be informed of certain inside information (e.g. incomplete proposal or negotiation, trade secret etc.) prior to its public release. In this regard, the Company must adopt measures to ensure that knowledge of such information is restricted to those persons on a need-to-know basis. Such external parties shall be informed that they must not divulge such information to any unauthorized persons without the Company's prior written consent.

Unless an obligation of confidentiality is implicit in the relationship with the relevant external party, the external parties who have access to unpublished inside information of the Company shall (a) confirm their commitment to non-disclosure of the received information in the form of a written confidentiality agreement or in a standard clause within the contract signed with the Company; and (b) undertake not to deal in the Company's securities whilst they are in possession of the unpublished inside information until such information has been publicly disclosed.

### **11. Trading Suspension**

The Board may, if and when appropriate, apply for a suspension in the trading of the Company's securities in order to maintain fair trading in its securities and to manage any disclosure issues before the inside information is publicly disclosed.

### **12. Compliance and Reporting**

Each of the Directors, officers and relevant employees of the Company must promptly bring any Inside Information to the attention of the Company Secretary, who will notify the Board accordingly for taking the appropriate prompt action.

In the event that there is evidence of any material violation of this policy regarding Inside Information, the Board will decide, or designate appropriate persons to decide the course of actions for rectifying the problem and avoiding the likelihood of its recurrence.

### **13. Review of the Policy and Queries**

- (a) This Policy shall be reviewed periodically by the Board who will make recommendations on amendments thereto, if necessary.
- (b) If, at any time, Directors or the relevant employees of the Group have any queries regarding their reporting obligations, they shall contact the Company Secretary immediately.