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If you have sold or transferred all your shares in Rimbaco Group Global Limited, you should at once hand this circular to the purchaser or the transferee, or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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Rimbaco Group Global Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1953)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
PAYMENT OF FINAL DIVIDEND,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Suites 2701–08, 27/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 6 March 2026 at 10:00 a.m. or any adjournment thereof is set out on pages 15 to 20 of this circular. A form of proxy is enclosed with this circular. If you are not able to or do not intend to attend the AGM in person but wish to exercise your right as a Shareholder, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish. If you attend and vote in person at the AGM, the instrument appointing your proxy will be deemed to have been revoked. Such form of proxy is also published on the respective website of the Stock Exchange (www.hkexnews.hk) and the Company (www.rimbaco.com.my).

11 February 2026

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Suites 2701–08, 27/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 6 March 2026 at 10:00 a.m. to consider and, if thought fit, pass the resolutions contained in the notice of the meeting which is set out on pages 15 to 20 of this circular, or any adjournment thereof.
“Articles”	the existing articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Director(s)
“Close Associate(s)”	the meaning as ascribed thereto under the Listing Rules
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended or supplemented from time to time
“Company”	Rimbaco Group Global Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Core Connected Person(s)”	the meaning as ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK0.027 per Share for the year ended 31 October 2025 as recommended by the Board
“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”	the general and unconditional issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the issued Shares (excluding treasury shares) as at the date of passing the relevant resolution for approving the issue mandate
“Latest Practicable Date”	5 February 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the existing memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“Repurchase Mandate”	the general and unconditional repurchase mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase fully paid Shares up to a maximum of 10% of the issued Shares (excluding treasury shares) as at the date of passing the relevant resolution for approving the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value 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
“treasury shares”	the meaning as ascribed thereto under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



Rimbaco Group Global Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1953)

Executive Directors:

Mr. Low Seah Sun (*Chairman*)
Mr. Low Wui Linn (*Chief Executive Officer*)
Ms. Seah Peet Hwah
Mr. Cheang Wye Keong
Mr. Lau Ah Cheng

Non-executive Director:

Mr. Tong Kai Tak

Independent Non-executive Directors:

Mr. Ng Kok Seng
Mr. Wong Chi Wai
Ms. Yeo Chew Yen Mary

Registered Office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters and Principal

Place of Business in Malaysia:

9-03-01, Jalan Ahmad Nor
Pusat Perdagangan Nova
11600 Jelutong, Penang
Malaysia

11 February 2026

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
PAYMENT OF FINAL DIVIDEND,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the grant of the Issue Mandate; (ii) the grant of the Repurchase Mandate; (iii) the extension of the Issue Mandate; (iv) the payment of Final Dividend for the year ended 31 October 2025; and (v) the re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions will 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 Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 1,260,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the assumption that there is no variation to the issued Shares during the period from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 252,000,000 Shares.

GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the assumption that there is no variation to the issued Shares during the period from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 126,000,000 Shares.

In accordance with the requirements of the Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the issued Shares (excluding treasury shares) on the date of passing the resolution for approving the Issue Mandate.

LETTER FROM THE BOARD

PROPOSED PAYMENT OF FINAL DIVIDEND

The Board has recommended paying a final cash dividend of HK\$0.027 per share in respect of the year ended 31 October 2025. Subject to the approval of the Shareholders at the Company's AGM, the proposed Final Dividend is expected to be paid on Wednesday, 25 March 2026 to Shareholders whose names appear on the register of members of the Company as at close of business on Monday, 16 March 2026, being the record date for determination of entitlements to the Final Dividend.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Ms. Seah Peet Hwah, Mr. Cheang Wye Keong and Mr. Ng Kok Seng will retire and, being eligible, offer themselves for re-election at the AGM.

The Board has received confirmation from Mr. Ng Kok Seng, being the retiring independent non-executive Director eligible for re-election at the AGM, regarding his independence. Taking into account the factors set out in Rule 3.13 of the Listing Rules, the Board considers that Mr. Ng Kok Seng continues to be independent. In considering the re-elections of the retiring Directors, the Board, with the assistance and recommendation from the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, geographical background, length of service, and the professional experience, skills and expertise that a Director can provide. The nomination committee of the Company, has recommended to the Board on re-election of all the retiring Directors to retire at the AGM. In respect of the re-election of Mr. Ng Kok Seng as an independent non-executive Director, Mr. Ng Kok Seng holds a bachelor of engineering degree from the University of Malaya and is a certified engineer of the Board of Engineers Malaysia. He has over 40 years of experience in the construction industry. Therefore, he is able to provide valuable advices on the construction industry to the Company. In the past years, Mr. Ng Kok Seng has successfully brought independent elements and different perspectives to the Board, enhancing the quality and efficiency of the Board discussion. The Board considers that Mr. Ng has satisfactorily discharged his duties since his appointment and the election of Mr. Ng will promote the diversity of the Board in gender, skills and experience and enhance the standards of compliance of the Company. The Board believes that he should be re-elected so that he will continue to bring to the Board his experience and knowledge which are valuable to the Company.

LETTER FROM THE BOARD

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the retiring Directors are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 15 to 20 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) the grant of the Issue Mandate; (ii) the grant of the Repurchase Mandate; (iii) the extension of the Issue Mandate; (iv) the payment of Final Dividend for the year ended 31 October 2025; and (v) the re-election of retiring Directors.

A form of proxy for use at the 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.rimbaco.com.my). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholders from attending and voting at the meeting if so wish. If the Shareholder attends and votes in person at the AGM, the instrument appointing the proxy will be deemed to have been revoked.

CLOSURE OF REGISTER OF MEMBERS

(a) for determining the entitlement to attend and vote at the AGM

For the purposes of determining the eligibility of Shareholders to attend and vote at the AGM to be held on Friday, 6 March 2026, the register of members of the Company will be closed from Tuesday, 3 March 2026 to Friday, 6 March 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 2 March 2026.

LETTER FROM THE BOARD

(b) for determining the entitlement to the Final Dividend

For determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Thursday, 12 March 2026 to Monday, 16 March 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to the Final Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 11 March 2026.

LISTING RULES REQUIREMENT

According to Rule 13.39 of the Listing Rules, any vote of the Shareholders at a general meeting 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. Therefore, all the resolutions set out in the notice of AGM will be taken by way of poll and an announcement will be made after the AGM.

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.

RECOMMENDATION

The Directors believe that the grant of the Issue Mandate and the Repurchase Mandate and the re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM on pages 15 to 20.

Yours faithfully,
For and on behalf of the Board
Rimbaco Group Global Limited
Low Seah Sun
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. ISSUED SHARES

As at the Latest Practicable Date, there were 1,260,000,000 issued Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to a maximum of 126,000,000 Shares, representing 10% of the issued Shares (excluding treasury shares) as at the Latest Practicable Date during the period up to (i) the conclusion of the next annual general meeting of the Company in 2026; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR THE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

Under the Listing Rules, the Company will either (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the share issuance mandate in ordinary resolution no. 5 and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System (“CCASS”) pending resale, 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 will not (or will 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; and (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.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the Memorandum and Articles for such purpose.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 October 2025, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on the Stock Exchange during each of the previous 12 calendar months and up to the Latest Practicable Date were as follows:

Months	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
February	0.126	0.105
March	0.105	0.085
April	0.093	0.082
May	0.089	0.079
June	0.132	0.081
July	0.133	0.116
August	0.270	0.126
September	0.190	0.160
October	0.255	0.165
November	0.218	0.185
December	0.190	0.153
2026		
January	0.270	0.162
February (up to and including the Latest Practicable Date)	0.315	0.248

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their Close Associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

No Core Connected Person of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares when the Repurchase Mandate is approved and exercised.

7. UNDERTAKING OF THE DIRECTORS

The Directors have confirmed 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 in accordance with the Listing Rules and applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Memorandum and Articles.

The Directors have confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed share repurchase has unusual features.

8. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, so far as the Directors are aware, the following Shareholders were interested in more than 5% of the Shares then in issue:

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
RBC Venture Limited (<i>Note</i>)	945,000,000	75%	83.33%
Low Seah Sun	945,000,000	75%	83.33%

Note: Mr. Low Seah Sun beneficially owns 40% of the issued shares of RBC Venture Limited, which in turn holds 75% of the Shares. Therefore, Mr. Low Seah Sun is deemed to be, or taken to be, interested in the Shares held by RBC Venture Limited under the SFO. Mr. Low Seah Sun is a director of RBC Venture Limited.

The Directors have no present intention to exercise the Repurchase Mandate to the extent that will result in a requirement of any of the above Shareholder(s) or any other persons to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%. The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole.

9. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

The details of the retiring Directors who will offer themselves for re-election at the AGM, are set out below:

Executive Directors

Ms. Seah Peet Hwah (“**Ms. Seah**”), aged 66, is a controlling shareholder, an executive Director and a member of the remuneration committee of the Company. Ms. Seah was appointed as a Director on 28 February 2019 and was re-designated as an executive Director on 6 September 2019. Ms. Seah is also a director of all of the subsidiaries of the Company. She is responsible for overseeing the financial and administrative aspects of the Group.

Ms. Seah has over 37 years of experience in the construction industry. Ms. Seah joined Rimbaco Sdn. Bhd. (“**Rimbaco**”), an indirectly wholly-owned subsidiary of the Company, in April 1987 as a director, where she gained extensive knowledge and experience in the construction industry. She is primarily responsible for administering payment of suppliers and clients, coordinating with financial institutions, handling human resources matters and communicating with the suppliers for product procurement. Ms. Seah has also been a director of Rimbaco Property Sdn. Bhd., an indirectly wholly-owned subsidiary of the Company, since September 2001. Ms. Seah obtained the lower certificate of education (form 3) from the Sekolah Menengah Kebangsaan Kuala Pegang in Malaysia in 1975.

Ms. Seah has entered into a letter of appointment with the Company as an executive Director for a term of 3 years commencing from 28 April 2023, which may be terminated in accordance with the terms of the letter of appointment. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Ms. Seah is entitled to Director’s fee of HK\$75,600 per annum, which was determined by reference to her experience, duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Ms. Seah does not (i) hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) hold any other positions in the Company and its subsidiaries; (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) have other major appointments or professional qualifications.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Cheang Wye Keong (“**Mr. Cheang**”), aged 68, is a controlling shareholder and an executive Director. Mr. Cheang was appointed as a Director on 28 February 2019 and was re-designated as an executive Director on 6 September 2019. He is responsible for overseeing and managing the technical aspects of the Group.

Mr. Cheang has over 38 years of experience in the construction industry. Mr. Cheang joined Rimbaco Sdn. Bhd. (“**Rimbaco**”), an indirectly wholly-owned subsidiary of the Company, in November 1985 as a site supervisor and has been Rimbaco’s site manager and project manager since February 1989. He has supervised the construction of factories, shopping malls, manufacturing plants, shops and offices, made project implementation plans, coordinated with government authorities and consultants, and assisted in tender presentations. Mr. Cheang has also been a director of Rimbaco Property Sdn. Bhd., an indirectly wholly-owned subsidiary of the Company, since September 2001. Mr. Cheang obtained the higher school certificate (form 6) from the Methodist Boys School Penang in Malaysia in 1977.

Mr. Cheang has entered into a letter of appointment with the Company as an executive Director for a term of 3 years commencing from 28 April 2023, which may be terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Cheang is entitled to Director’s fee of HK\$50,400 per annum, which was determined by reference to his experience, duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Cheang does not (i) hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) hold any other positions in the Company and its subsidiaries; (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) have other major appointments or professional qualifications.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Independent Non-executive Director

Mr. Ng Kok Seng (“**Mr. Ng**”), aged 75, was appointed as an independent non-executive Director, a member of the audit committee and a member of the nomination committee of the Company on 31 March 2020. Mr. Ng is primarily responsible for supervising the management of the Group independently.

Mr. Ng has over 40 years of experience in the construction industry. Mr. Ng was a civil engineer of the Johor Public Works Department from March 1974 to March 2006 and his last position was a deputy director with public engineer grade J54. He worked as a resident engineer at GJ Runding Sdn. Bhd. from January 2009 to June 2011.

Mr. Ng obtained his bachelor of engineering degree from the University of Malaya in June 1974. He is a certified engineer of the Board of Engineers Malaysia.

Mr. Ng has entered into a letter of appointment with the Company as an independent non-executive Director for a term of 3 years commencing from 28 April 2023, which may be terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Ng is entitled to Director’s fee of HK\$126,000 per annum, which was determined by reference to his experience, duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Ng does not (i) hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) hold any other positions in the Company and its subsidiaries; (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) have other major appointments or professional qualifications.

NOTICE OF THE AGM



Rimbaco Group Global Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1953)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Rimbaco Group Global Limited (the “**Company**”) will be held at Suites 2701–08, 27/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Friday, 6 March 2026 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

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 31 October 2025;
2. To approve the declaration and payment of a final dividend of HK0.027 per share of the Company.
3.
 - (a) To re-elect Ms. Seah Peet Hwah as an executive Director;
 - (b) To re-elect Mr. Cheang Wye Keong as an executive Director;
 - (c) To re-elect Mr. Ng Kok Seng as an independent non-executive Director;
 - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditor and to authorise the Board to fix its remuneration.

NOTICE OF THE AGM

To consider, as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company adopted on 31 March 2020; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares, shall not exceed the aggregate of:
 - (aa) 20% of the total number of issued shares of the Company (excluding treasury shares) on the date of the passing of this resolution; and
 - (bb) the aggregate number of any shares of the Company repurchased by the Company (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) subsequent to the passing of this resolution up to a maximum equivalent to 10% of the total number of issued shares of the Company (excluding treasury shares) on the date of the passing of this resolution,

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF THE AGM

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act, or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company at general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong);

(e) any reference to an allotment, issue, grant, offer or disposal of shares of the Company 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, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (the “**Stock Exchange**”) and applicable laws and regulations.”

NOTICE OF THE AGM

6. “THAT:

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the issued shares of the Company on the Stock Exchange or any other stock exchange on which the shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act, or any other applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company at general meeting revoking or varying the authority given to the Directors by this resolution.”

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7. “**THAT** conditional upon resolutions nos. 5 and 6 above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 5 above be and hereby extended by the addition to the total number of shares of the Company which may be allotted by the Directors pursuant to such general mandate of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 above, provided that such number of shares shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares) at the date of passing of this resolution.”

By order of the Board of
Rimbaco Group Global Limited
Low Seah Sun
Chairman

Hong Kong, 11 February 2026

Registered office:
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Headquarters and principal place of
business in Malaysia:*
9-03-01, Jalan Ahmad Nor
Pusat Perdagangan Nova
11600 Jelutong, Penang
Malaysia

Notes:

1. Capitalised terms in this notice which are not defined have the meanings ascribed to them in the circular of the Company dated 11 February 2026 in respect of the matters stated in this notice.
2. A member entitled to attend and vote at the annual general meeting of the Company convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his or her behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he or she so wish.
4. For determining the entitlement to attend and vote at the AGM to be held on Friday, 6 March 2026, the register of members of the Company will be closed from Tuesday, 3 March 2026 to Friday, 6 March 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17/F Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Monday, 2 March 2026.

NOTICE OF THE AGM

5. For determining the entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 12 March 2026 to Monday, 16 March 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 11 March 2026.
6. In relation to proposed resolutions nos. 5 and 7 above, approval is being sought from the shareholders of the Company for the grant to the directors of the Company a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The directors of the Company have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company adopted on 31 March 2020 or any scrip dividend scheme which may be approved by shareholders of the Company.
7. In relation to proposed resolution no. 6 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of which this notice forms part.
8. If Typhoon Signal No. 8 or above, "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting of the Company, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.rimbaco.com.my and the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.