

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



IFBH Limited

(Incorporated in the Republic of Singapore with limited liability)

Company registration number: 202407593W

(Stock Code: 6603)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of IFBH Limited (the “**Company**”) will be held at Straits Room, The Fullerton Hotel, 1 Fullerton Square, Singapore 049178 and by means of electronic facilities on Wednesday, 29 April 2026 at 3:00 p.m., for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31 December 2025 and the Directors’ Statement and the Auditor’s Report thereon. (Resolution 1)
2. To declare a final tax exempt (one-tier) dividend of US\$0.026 per share in respect of the financial year ended 31 December 2025. (Resolution 2)
3. To approve and ratify the payment of Directors’ fees of US\$88,341 (S\$113,750) for the financial year ended 31 December 2025. (Resolution 3)
4. To approve Directors’ fees of S\$210,000 for the financial year ending 31 December 2026, payable quarterly in advance (31 December 2025: S\$113,750). (Resolution 4)
5. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Pongsakorn Pongsak, retiring by rotation pursuant to Regulation 100 of the Company’s Constitution and who, being eligible, offer himself for re-election as an executive director of the Company; (Resolution 5)
 - (b) to re-elect Mr. Tawat Kitkungvan, retiring by rotation pursuant to Regulation 100 of the Company’s Constitution and who, being eligible, offer himself for re-election as a non-executive director of the Company; and (Resolution 6)

- (c) to re-elect Ms. Supansa Kusonpattana Piriyaorn, retiring by rotation pursuant to Regulation 100 of the Company's Constitution and who, being eligible, offer herself for re-election as an independent non-executive director of the Company. (Resolution 7)
6. To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 8)

SPECIAL BUSINESS

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

“THAT:

- (a) pursuant to Section 161 of the Singapore Companies Act and subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with 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 during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) 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 constitution of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) 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); 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 constitution of the Company or any applicable laws to be held; and
- (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 recognised regulatory body or any stock exchange).”

(Resolution 9)

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

“THAT:

- (a) subject to compliance with the prevailing requirements of the Listing Rules on Stock Exchange, Singapore Companies Act and all applicable laws and 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 repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) 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); 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 constitution of the Company or any applicable laws to be held; and
- (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.”

(Resolution 10)

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

“**THAT** conditional upon the passing of the resolutions set out in items 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 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 repurchased by the Company pursuant to the mandate referred to in resolution set out in item 8 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) 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).” (Resolution 11)

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

“**THAT** authority be and is hereby given to the Directors to:

- (a) offer and grant options and restricted share units (the “**Awards**”) in accordance with the provisions of the Post-IPO Share Incentive Scheme (the “**Scheme**”); and
- (b) allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued in respect of the Awards granted under the Scheme,

PROVIDED THAT the total number of ordinary shares to be issued in respect of all Awards to be granted the Scheme and any other share schemes or plans of the Company shall not exceed 10% of the total number of issued shares (excluding treasury shares) in the capital of the Company as at the date on which the Shares are listed on the Stock Exchange.” (Resolution 12)

11. To consider and, if thought fit, to pass, with or without amendments, the following resolution as a special resolution:

“**THAT** the Constitution of the Company be altered as follows:

- (a) Regulation 57(1) be deleted and substituting therefor with the following new Regulation:

“Subject to the provisions of the Act, the Company shall in each year hold a general meeting in addition to any other meetings in that year to be called the Annual General Meeting, and such Annual General Meeting shall be held within a period of not more than six (6) months after the immediate preceding financial year so long as the shares of the Company are listed on the Exchange.”;

- (b) The expression “The time and place of any meeting shall be determined by the convenors of the meeting.” at the end of Regulation 57(2) be deleted;

- (c) The expression “All general meetings shall be held in Singapore for so long as the Company is listed on the Exchange and unless prohibited by the law.” at the beginning of Regulation 57(3) be deleted and substituting therefor with the following new expression:

“Any general meetings of the Company shall be held at such time and at such place, in any jurisdiction, as the Directors may determine.”;

- (d) The expression “and at least twenty-one (21) clear days’ notice of every such meeting shall be given by advertisement in the daily press and in writing to the Exchange and any other stock exchange on which the Company is listed (to the extent applicable)” be deleted from the first sentence of Regulation 59(A)(1);

- (e) Regulation 59(B)(1) be deleted and substituting therefor with the following new Regulation:

“Every notice calling a general meeting shall specify (i) the place, (ii) the day and hour of the general meeting, (iii) if the general meeting is to be convened, held and/or conducted, whether wholly or partly, by Electronic Means, the notice shall include a statement to that effect and with details of the electronic means communication facilities for attendance and participation by Electronic Means at the meeting or where such details will be made available by the Company prior to the meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member of the Company.”;

- (f) The expression “and/or from one (1) form to another (including, without limitation, general meeting to be convened, held and/or conducted, whether wholly or partly, by Electronic Means)” be inserted after the expression “from place to place” on line 3 of Regulation 65;

- (g) The expression “For the avoidance of doubt, where a general meeting is convened by Electronic Means, whether wholly or partly, members shall be allowed to cast votes electronically.” be inserted at the end of Regulation 66; and

- (h) The expression “or electronically” be inserted after the word “tickets” on line 2 of Regulation 67.”

(Resolution 13)

By Order of the Board
IFBH Limited
Pongsakorn Pongsak
Executive director and chief executive officer

Hong Kong, 27 March 2026

Notes:

1. The Annual General Meeting (“**AGM**”) is being convened, and will be held at Straits Room, The Fullerton Hotel, 1 Fullerton Square, Singapore 049178 (“**Physical Meeting**”) and by means of electronic facilities (“**Virtual Meeting**”) on Wednesday, 29 April 2026 at 3:00 p.m.. Shareholders and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the Physical Meeting in person or by participating in the Virtual Meeting by means of electronic facilities.
2. The 2025 Annual Report and the circular dated 27 March 2026 (the “**Circular**”) have been published and may be accessed at the website of Hong Kong Exchanges and Clearing Limited at the URL www.hkexnews.hk and the Company’s website at the URL www.iffamily.com.
3. Arrangements relating to:
 - (a) in-person attendance at the AGM by shareholders and (where applicable) duly appointed proxies and representatives (including arrangements by which they are to register in person for the Physical Meeting);
 - (b) attendance at the AGM by shareholders and (where applicable) duly appointed proxies and representatives by means of electronic facilities; and
 - (c) voting at the AGM (i) by shareholders or their duly appointed proxy(ies) (other than the Chairman of the Meeting) or representative(s); or (ii) by shareholders appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM,

are set out in the Circular, which may be accessed at the website of Hong Kong Exchanges and Clearing Limited at the URL www.hkexnews.hk and the Company’s website at the URL www.iffamily.com.

4. All resolutions at the meeting will 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) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
5. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and 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.
6. A member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for the resolution will be treated as invalid.
7. Where there are joint holders of any shares of the Company, any one of such persons may vote at the meeting either personally or by proxy (whether physically or by means of electronic facilities), or in the case of a corporation by a representative as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy (whether physically or by means of electronic facilities), that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. 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 certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the meeting

(i.e. not later than 3:00 p.m., on Monday, 27 April 2026) or the adjourned meeting (as the case may be). Completion and return 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.

9. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Friday, 24 April 2026 to Wednesday, 29 April 2026, both dates inclusive, during which period no transfer of shares will be registered. The record date for ascertaining entitlement to attend and vote and the meeting shall be Wednesday, 29 April 2026. In order to be eligible to attend and vote at the 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 Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 23 April 2026.
10. The Board has recommended the payment of a final dividend of US\$0.026 per share for the year ended 31 December 2025 to shareholders whose names appear on the register of members of the Company on Thursday, 7 May 2026, subject to the approval of the shareholders of the Company at the AGM.

The record date for the proposed final dividend will be Thursday, 7 May 2026. The Company's register of members will be closed from Wednesday, 6 May 2026 to Thursday, 7 May 2026 (both days inclusive) in order to determine entitlements to the proposed final dividend, during which period no transfer of shares will be registered. In order to be eligible for the proposed final dividend, 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 Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 5 May 2026. Subject to approval of shareholders of the Company at the AGM, dividend warrants will be despatched to shareholders of the Company on or around Wednesday, 20 May 2026.

As at the date of this notice, the Board of Directors comprises: (i) Mr. Pongsakorn Pongsak, Ms. Metaphon Pornanektana and Ms. Vipada Kanchanasorn as executive directors; (ii) Mr. Tawat Kitkungvan as non-executive director; and (iii) Mr. Thavee Thaveesangsakulthai, Ms. Songvilai Jiraphothong, Ms. Pathamakorn Buranasin and Ms. Supansa Kusonpattana Piriaporn as independent non-executive directors.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request, and (iv) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.