

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.



大灣區投資控股集團有限公司

GREATER BAY AREA INVESTMENTS GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00261)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Greater Bay Area Investments Group Holdings Limited (the “Company”) will be held at 18/F., CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong on Wednesday, 12 June 2019 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As Ordinary Business

1. To receive and consider the audited consolidated Financial Statements, the Report of the Directors and the Independent Auditors’ Report for the year ended 31 December 2018.
2. To re-elect the retiring directors, Mr. Tam Ngai Hung, Terry as an executive director of the Company, and Mr. Tam King Ching, Kenny as an independent non-executive director of the Company, and to authorise the board of directors to fix the remuneration of the directors.
3. To re-appoint Messrs. Ernst & Young as auditors and to authorise the board of directors to fix the remuneration of the auditors.

As Special Business

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares in the share capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its shares at a price determined by the directors of the Company;
- (c) the total number of shares of the Company to be bought back by the directors of the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; 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 applicable laws or the Company’s bye-laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in a general meeting.”

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

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional new shares in the share capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares of the Company allotted or issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” shall have the same meaning as that ascribed to it under resolution no. 4 as set out in the notice convening the annual general meeting of which this resolution forms part; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to the 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, in any territory outside Hong Kong).”

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

“**THAT** conditional upon the passing of the resolutions nos. 4 and 5 as set out in the notice convening the annual general meeting of which this resolution forms part, the general mandate granted to the directors of the Company pursuant to the resolution no. 5 as set out in the notice convening the annual general meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company to be bought back by the Company under the authority granted pursuant to the resolution no. 4 as set out in the notice convening the annual general meeting of which this resolution forms part, provided that such amount shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution.”

SPECIAL RESOLUTION

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

“**THAT:**

- (a) the existing Bye-laws of the Company be and are hereby amended in the following manner:

- (aa) Bye-law 1.(A)

By deleting paragraph in relation to “the Company” or “this Company” in the existing bye-law 1.(A) and then substituting therefor the following new paragraph:

““the Company” or “this Company” shall mean Greater Bay Area Investments Group Holdings Limited (大灣區投資控股集團有限公司), whose company name was changed from CCT TECH INTERNATIONAL LIMITED to CCT Land Holdings Limited (中建置地集團有限公司) on 8 July 2013 and further changed from CCT Land Holdings Limited (中建置地集團有限公司) to Greater Bay Area Investments Group Holdings Limited (大灣區投資控股集團有限公司) on 28 February 2019;”;

- (bb) Bye-law 6.(A)

By deleting paragraph (A) of the existing bye-law 6 in its entirety and then substituting therefor the following new paragraph (A):

“(A) The authorised share capital of the Company is HK\$3,000,000,000 divided into 300,000,000,000 shares of HK\$0.01 each.”;

(cc) Bye-law 26

By deleting the existing bye-law 26 in its entirety and then substituting therefor the following new bye-law 26:

“26. In addition to the giving of notice in accordance with Bye-Law 25, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the shareholders by notice in any manner permitted by and in accordance with the Listing Rules.”;

(dd) Bye-law 44

By deleting the existing bye-law 44 in its entirety and then substituting therefor the following new bye-law 44:

“44. The registration of transfers may be suspended and the register closed on giving notice by advertisement in an appointed newspaper and, where applicable, any other newspapers in accordance with the requirements of the Listing Rules or by any means in such manner as may be accepted by the stock exchange in the Relevant Territory to that effect, at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares. The register shall not be closed for more than thirty days in any year.”;

(ee) Bye-law 167

By deleting the existing bye-law 167 in its entirety and then substituting therefor the following new bye-law 167:

“167. Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-Laws from the Company to a shareholder shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any shareholder either personally or by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the register of shareholders or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the shareholder or may also be served by advertisement in appointed newspapers (as defined in the Companies Act), or to the extent permitted by the applicable laws, by publishing it on the Company’s website or the website of the stock exchange in the Relevant Territory, and giving to the shareholder a notice stating that such notice or document has been so published (a “**notice of availability**”). The notice of availability may be given to the shareholder by any of the means set out above other than by publishing it on a website. In the case of joint holders of a share

all notices shall be given to that one of the joint holders whose name stands first in the register of shareholder and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”;

(ff) Bye-law 168.(b)

By deleting paragraph (b) of the existing bye-law 168 in its entirety and then substituting therefor the following new paragraph (b):

“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the stock exchange in the Relevant Territory, is deemed given by the Company to a shareholder on the day following that on which a notice of availability is deemed served on the shareholder;” and

(gg) Bye-law 180.(iii)

By deleting paragraph (iii) of the existing bye-law 180 in its entirety and then substituting therefor the following new paragraph (iii):

“(iii) the Company has caused an advertisement to be inserted in the Newspapers of its intention to sell such shares or giving notice in any manner permitted by and in accordance with the Listing Rules and a period of three months has elapsed since the date of such advertisement or notice; and” and

- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is hereby authorised to do all such acts and things and to execute and deliver all such documents and to take all such steps as the director in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement this resolution and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board of
GREATER BAY AREA
INVESTMENTS GROUP HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman

Hong Kong, 30 April 2019

Notes:

- (1) The register of members of the Company will be closed from Thursday, 6 June 2019 to Wednesday, 12 June 2019 (both days inclusive) during which period no transfer of share(s) will be effected. In order to determine the eligibility to attend and vote at the AGM, all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 June 2019.
- (2) Any shareholder entitled to attend and vote at the AGM or at any adjourned meeting thereof (as the case may be) is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint not more than two proxies (who must be an individual or individuals) to attend and vote instead of him/her on the same occasion or if a recognised clearing house (or its nominee) is a shareholder of the Company, it may appoint the number of person(s) to act as its proxy or proxies not exceeding the number of shares held by it. A proxy need not be a shareholder of the Company but must attend the AGM or any adjourned meeting thereof (as the case may be) in person to represent him/her.
- (3) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:00 a.m. on Monday, 10 June 2019, Hong Kong time) or any adjourned meeting thereof (as the case may be). Such prescribed form of proxy for use at the AGM is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.gbaholdings.com/eng/investor/statutory.php.
- (4) Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the AGM or at any adjourned meeting thereof (as the case may be), either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM or at any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (6) With respect to the resolution set out in resolution no. 2 of this notice, Mr. Tam Ngai Hung, Terry and Mr. Tam King Ching, Kenny will retire by rotation and, being eligible, offer themselves for re-election at the AGM. Biographical details of the above directors are set out in the circular of the Company which will be sent to the shareholders of the Company in due course.
- (7) With respect to the resolution set out in resolution no. 4 of this notice, approval is being sought from the shareholders for the general mandate to be given to the directors to buy back the shares of the Company. A circular containing an explanatory statement with further information with respect to such resolution will be sent to the shareholders of the Company in due course.
- (8) With respect to the resolutions set out in resolutions nos. 5 and 6 of this notice, approval is being sought from the shareholders for the general mandates to be given to the directors to allot, issue and deal with new shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this notice, the executive directors of the Company are Mr. Mak Shiu Tong, Clement, Ms. Cheng Yuk Ching, Flora and Mr. Tam Ngai Hung, Terry; and the independent non-executive directors of the Company are Mr. Chow Siu Ngor, Mr. Lau Ho Kit, Ivan and Mr. Tam King Ching, Kenny.