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## 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 SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) 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 Monday, 19 August 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions which will be proposed as special resolution and ordinary resolution of the Company:

#### SPECIAL RESOLUTION

- (1) “**THAT** subject to and conditional upon (i) compliance by the Company with the requirements of Section 46(2) of the Companies Act 1981 of Bermuda (as amended) in respect of the Capital Reorganisation (as defined below); (ii) the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the New Shares (as defined below); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation, with effect from 9:00 a.m. on the second Business Day (i.e. 21 August 2019) immediately following the date on which this resolution is passed or such time or such other date and/or time as the directors of the Company (the “**Directors**”) may determine:
- (A) every 20 issued and unissued existing shares of par value of HK\$0.01 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into 1 consolidated share of par value of HK\$0.20 (the “**Consolidated Share(s)**”);
- (B) immediately upon the Share Consolidation becoming effective, (i) the issued share capital of the Company be reduced by cancelling the paid up capital of the Company to the extent of HK\$0.19 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.20 to HK\$0.01; and (ii) the authorised share capital of the Company be reduced by reducing the par value of all Consolidated Shares from HK\$0.20 each to HK\$0.01 each resulting in the reduction of the authorised share capital of the Company from HK\$3,000,000,000 divided into 15,000,000,000 Consolidated Shares to HK\$150,000,000 divided into 15,000,000,000 shares of par value of HK\$0.01 each (the “**New Shares**”) (collectively, the “**Capital Reduction**”);

- (C) immediately upon the Capital Reduction becoming effective, the entire credit amount arising in the books of the Company from the Capital Reduction be transferred to the contributed surplus account of the Company (the “**Contributed Surplus**”);
  - (D) the Directors be authorised to utilise and apply any credit balance in the Contributed Surplus in accordance with the bye-laws of the Company and all applicable laws, including the application of any credit balance to set off against accumulated losses of the Company, as and when the Directors may consider appropriate;
  - (E) subject to and forthwith upon the Share Consolidation and the Capital Reduction becoming effective, the authorised share capital of the Company be increased from HK\$150,000,000 divided into 15,000,000,000 New Shares to HK\$300,000,000 divided into 30,000,000,000 New Shares;
- (collectively, the “**Capital Reorganisation**”); and
- (F) the Directors be and are hereby generally authorised to do all such acts, deeds and things and to sign all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to give effect and implement this resolution.”

#### **ORDINARY RESOLUTION**

- (1) “**THAT, SUBJECT TO, THE PASSING OF THE SPECIAL RESOLUTION NUMBERED 1 OF THIS NOTICE**; the granting by the listing committee of the Stock Exchange of the approval for the listing of, and permission to deal in, the New Shares; and which is conditional upon fulfillment of other conditions set out in the circular of the Company dated 26 July 2019:
  - (a) the proposed change in board lot size for trading in the shares of the Company from 80,000 existing shares of par value of HK\$0.01 each (before the special resolution numbered 1 of this notice becoming effective) (the “**Existing Shares**”) to 20,000 New Shares of par value of HK\$0.01 each (upon the special resolution numbered 1(B) of this notice becoming effective) (the “**Change in Board Lot Size**”) be approved; and the Directors be authorised to issue new share certificates in respect of the New Shares to holders of issued Existing Shares pursuant to the Share Consolidation and to do all things and execute all documents in connection with or incidental to the Share Consolidation;
  - (b) all fractional New Shares arising from the Capital Reorganisation will be disregarded and will not be issued to holders of the same but all such fractional New Shares will be aggregated and, if possible, sold and retained for the benefits of the Company in such manner and on such terms as the Directors may think fit; and

- (c) the Directors be and are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements, including under seal where applicable, and to do all such acts, deeds or things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to implement and give effect to the Change in Board Lot Size and any or all of the foregoing.”

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

Hong Kong, 26 July 2019

*Head office and principal place of business in Hong Kong:*

18/F., CCT Telecom Building

11 Wo Shing Street, Fotan

Shatin, New Territories

Hong Kong

*Registered office:*

Victoria Place

5th Floor, 31 Victoria Street

Hamilton HM 10

Bermuda

*Notes:*

1. A form of proxy for use at the SGM is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either executed under its common seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
3. Any shareholder entitled to attend and vote at the SGM 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 SGM in person to represent him/her.
4. 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding the SGM (i.e. not later than 10:30 a.m. on Saturday, 17 August 2019, Hong Kong time) or any adjourned meeting thereof (as the case may be). Such prescribed form of proxy for use at the SGM is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.gbaholdings.com/eng/investor/statutory.php](http://www.gbaholdings.com/eng/investor/statutory.php).
5. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the SGM 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.

6. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the SGM 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 SGM or at any adjourned meeting thereof (as the case may be) in person or by proxy, 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.
7. For the purpose of ascertaining the rights of the shareholders of the Company attending and voting at the meeting, the register of members of the Company will be closed from Wednesday, 14 August 2019 to Monday, 19 August 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 SGM, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 13 August 2019.

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