

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Greater Bay Area Investments Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s), the transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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)

**GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS,
AMENDMENTS TO THE BYE-LAWS OF THE COMPANY
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to 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. is set out in Appendix III to this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as practicable but in any event, 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 adjournment thereof (as the case may be). Such form of proxy for use at the AGM is also published on the website of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.gbaholdings.com/eng/investor/statutory.php). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

30 April 2019

CONTENTS

	<i>Page</i>
Responsibility Statement	1
Definitions	2
Letter from the Board	4
Appendix I — Explanatory Statement	11
Appendix II — Biographical Details of the Directors Proposed to be Re-elected ...	14
Appendix III — Notice of the AGM	17

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 Group. 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.

DEFINITIONS

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

“acting in concert”	has the same meaning as ascribed to it under the Takeovers Code;
“AGM”	the annual general meeting of the Company to 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. to consider and, if thought fit, approve, among other things, the grant of the Share Buy-back Mandate and the Issue Mandate to the Directors; the re-election of the Directors; and the Amendments, or any adjournment thereof (as the case may be);
“Amendments”	the proposed amendments to the Bye-laws as set out in special resolution no. 7 in the notice of the AGM;
“Board”	the board of the Directors;
“Bye-laws”	the bye-laws of the Company adopted on 17 September 2002 and as amended from time to time;
“CCT Fortis”	CCT Fortis Holdings Limited (stock code: 00138), a company incorporated in the Cayman Islands and continued in Bermuda as an exempted company with limited liability, whose shares are listed on the Main Board of the Stock Exchange;
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Company”	Greater Bay Area Investments Group Holdings Limited (formerly known as “CCT Land Holdings Limited”) (stock code: 00261), an exempted company incorporated in Bermuda with limited liability, whose Shares are listed on the Main Board of the Stock Exchange;
“controlling shareholder”	has the same meaning as ascribed to it under the Listing Rules;
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries, from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“INED(s)”	the independent non-executive Director(s);
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereof;
“Latest Practicable Date”	23 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Board;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable the Company to buy back the fully paid up Shares up to 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereof;
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the issued Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mak Shiu Tong, Clement
Cheng Yuk Ching, Flora
Tam Ngai Hung, Terry

Independent non-executive Directors:

Chow Siu Ngor
Lau Ho Kit, Ivan
Tam King Ching, Kenny

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

*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

30 April 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS,
AMENDMENTS TO THE BYE-LAWS OF THE COMPANY
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary and special resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, ordinary resolutions will be proposed for the Shareholders to approve, among other things, the proposed grant of the Share Buy-back Mandate and the Issue Mandate; and the re-election of the Directors, and a special resolution will be proposed for the Shareholders to approve the Amendments.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES

General mandate to buy back the Shares

At the AGM, an ordinary resolution will be proposed that the Directors be given the Share Buy-back Mandate. Under the Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of issued Shares as at the date of passing of the ordinary resolution in relation thereof. The Company's authority is restricted to buy back the Shares on the market in accordance with the Listing Rules. The mandate allows the Company to buy back Shares only during the period ending on the earliest of the date of the next annual general meeting of the Company following the passing of the ordinary resolution referred to herein, the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws and the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

An explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed ordinary resolution for the grant of the Share Buy-back Mandate at the AGM in accordance with the Listing Rules is set out in "Appendix I" to this circular.

General mandate to issue new Shares

At the AGM, an ordinary resolution will also be proposed that the Directors be given the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue up to 36,769,218,798 new Shares, being the Shares not exceeding in aggregate 20% of the total number of Shares in issue as at the date of the passing of the relevant resolution and on the basis that no further Share is issued, allotted or bought back by the Company prior to the AGM. In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of such Shares to be bought back under the Share Buy-back Mandate.

3. RE-ELECTION OF EXECUTIVE DIRECTOR AND INED

In accordance with Bye-law 99 of the Bye-laws, 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 Directors who are proposed to be re-elected at the AGM are set out in "Appendix II" to this circular.

LETTER FROM THE BOARD

The Nomination Committee leads the process and makes recommendations to the Board for appointments or re-elections of the Directors (including the INEDs) to complement the Company's corporate strategy. In evaluating and selecting candidate(s) for nomination as INEDs, the Nomination Committee and the Board consider the criteria for being an INED.

Recommendation of the Nomination Committee

The Nomination Committee has assessed the independence of each of the INEDs including Mr. Tam King Ching, Kenny based on reviewing his annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

Mr. Kenny Tam is holding seven listed company directorships (excluding directorships in the Company and CCT Fortis), based on the attendance record at the meetings of the Board and/or its committees and the Company's general meeting(s) of Mr. Kenny Tam, the Nomination Committee and the Board are satisfied that Mr. Kenny Tam has been and would be able to devote sufficient time to the Board and capable to exercise a high degree of duty of care and provide adequate oversight to the Company with his sound knowledge and skills to effectively handle his positions.

The Nomination Committee has also considered Mr. Kenny Tam's extensive experience in accounting and auditing field, his working profile and other experience as set out in "*Appendix II*" to this circular. The Nomination Committee and the Board are satisfied that Mr. Kenny Tam has the required character, integrity and experience to continuously fulfil his role as an INED effectively. The Board is of the view that Mr. Kenny Tam has professional qualifications of and considerable experience in various domains, such as finance, accounting and auditing, and he has built influence in the industry and fulfilled his duties in an enthusiastic manner. Therefore, he is able to complement the professional background of the composition of the Board in terms of financial management and offer valuable insights to the Board, and diversity of Board members can be achieved through consideration of a number of factors, such as age, gender, cultural and educational background, or professional experience, skills and expertise upon his election as an INED. The Board believed that his re-election as the INED would be in the best interests of the Company and its Shareholders as a whole.

In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the retiring Directors, namely Mr. Tam Ngai Hung, Terry and Mr. Tam King Ching, Kenny stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO THE BYE-LAWS

The Board would like to take this AGM as a good chance to amend the Bye-laws (i) by replacing the reference to the name of the Company with the new Company name “Greater Bay Area Investments Group Holdings Limited (大灣區投資控股集團有限公司)” which came into effect on 28 February 2019; (ii) by updating the reference to the authorised share capital of the Company to align with the increased authorised share capital of the Company which approved by the Shareholders on 4 December 2015; and (iii) by deleting the newspapers advertising requirement in Hong Kong in relation to the closure of the register of members of the Company, so as to align with the Stock Exchange’s abolition of the requirement for issuers to publish their announcements in the newspapers in June 2007.

The Directors propose to seek the approval of the Shareholders at the AGM for the following amendments to the Bye-laws.

Bye-law	Existing Bye-laws	Bye-laws as amended by the proposed Amendments
1.(A)	<p>.....</p> <p>“<u>the Company</u>” or “<u>this Company</u>” shall mean CCT TECH INTERNATIONAL LIMITED incorporated in Bermuda on July 22, 2002;</p> <p>.....</p>	<p>.....</p> <p>“<u>the Company</u>” or “<u>this Company</u>” shall mean <u>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) incorporated in Bermuda on July 22, 2002 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;</u></p> <p>.....</p>
6.(A)	<p>The authorised share capital of the Company at the date on which these Bye-Laws come into effect is HK\$300,000,000 divided into 30,000,000,000 shares of HK\$0.01 each.</p>	<p>The authorised share capital of the Company at the date on which these Bye-Laws come into effect is HK\$300,000,000 <u>HK\$3,000,000,000</u> divided into 30,000,000,000 <u>300,000,000,000</u> shares of HK\$0.01 each.</p>
26.	<p>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 to be published at least once in the Newspapers.</p>	<p>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 <u>notice to be published at least once in the Newspapers in any manner permitted by and in accordance with the Listing Rules.</u></p>
44.	<p>The registration of transfers may be suspended and the register closed on giving notice by advertisement in an appointed newspaper and in the Newspapers 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.</p>	<p>The registration of transfers may be suspended and the register closed on giving notice by advertisement in an appointed newspaper and in the Newspapers, 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.</p>

LETTER FROM THE BOARD

Bye-law Existing Bye-laws

167. Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), 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 in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the shareholder a notice stating that the notice or other document is available there (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 positing 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.

Bye-laws as amended by the proposed Amendments

Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the ~~rules of the Designated Stock Exchange 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 in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, or~~ to the extent permitted by the applicable laws, by ~~placing~~ publishing it on the Company’s website or the website of ~~the Designated Stock Exchange~~ the stock exchange in the Relevant Territory, and giving to the shareholder a notice stating that ~~the such notice or other document is available there 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 ~~positing~~ 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.

LETTER FROM THE BOARD

Bye-law	Existing Bye-laws	Bye-laws as amended by the proposed Amendments
168.(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 Designated Stock Exchange, 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;	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 Designated Stock Exchange <u>stock exchange in the Relevant Territory</u> , 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;
180.(iii)	the Company has caused an advertisement to be inserted in the Newspapers of its intention to sell such shares and a period of three months has elapsed since the date of such advertisement; and	the Company has caused an advertisement to be inserted in the Newspapers of its intention to sell such shares <u>or giving notice in any manner permitted by and in accordance with the Listing Rules</u> and a period of three months has elapsed since the date of such advertisement <u>or notice</u> ; and

The proposed Amendments to the Bye-laws are subject to the passing of a special resolution of the Company at the AGM and it shall become effective on the date on which was passed by the Shareholders at the AGM.

5. THE AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out in "Appendix III" to this circular. At the AGM, ordinary resolutions will be proposed to approve the grant of the Share Buy-back Mandate and the Issue Mandate to the Directors; and the re-election of the Directors, and a special resolution will be proposed to approve the Amendments.

In accordance with the requirement under Rule 13.39(4) of the Listing Rules, the votes for all resolutions by the Shareholders at the AGM 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. The chairman of the AGM will therefore demand a poll on each of the resolutions put forward at the AGM pursuant to Bye-law 70 of the Bye-laws. An announcement on the poll results of the AGM will be published on the website of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.gbaholdings.com/eng/investor/statutory.php) after the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as practicable but in any event, 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 at any adjournment thereof (as the case may be). Such form of proxy for use at the AGM is also published on the website of the Stock Exchange (www.hkexnews.hk) and that of the

LETTER FROM THE BOARD

Company (www.gbaholdings.com/eng/investor/statutory.php). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

6. RECOMMENDATIONS

The Directors consider that the proposed grant of the Share Buy-back Mandate and the Issue Mandate to the Directors; the re-election of the Directors; and the Amendments, are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM in respect thereof.

Yours faithfully,
For and on behalf of the Board of
GREATER BAY AREA
INVESTMENTS GROUP HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate to be approved at the AGM.

1. SHARE IN ISSUE

As at the Latest Practicable Date, there were 183,846,093,990 Shares in issue representing an issued share capital of HK\$1,838,460,939.90. As at the Latest Practicable Date, there were 16,135,000,000 outstanding share options granted under the share option scheme of the Company entitling the holders thereof to subscribe for an aggregate of 16,135,000,000 Shares.

Subject to the passing of the proposed ordinary resolution approving the Share Buy-back Mandate and on the basis that no outstanding share option is exercised and no further Share is issued, allotted or to be bought back by the Company prior to the AGM, the exercise of the Share Buy-back Mandate in full would result in up to a maximum of 18,384,609,399 Shares, representing the share capital of HK\$183,846,093.99, being bought back by the Company. The Share Buy-back Mandate may be exercised by the Company during the period from the passing of the relevant 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 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 in a general meeting.

2. REASONS FOR THE SHARE BUY BACK

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might consider it appropriate to buy back Shares, the Directors believe that an ability to do so will give the Company additional flexibility that is beneficial to the Company. An exercise of the Share Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy back will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Bermuda. Such buy back may only be effected out of the capital paid up on the purchased Shares or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose.

In the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy back period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Company's annual report for the year ended 31 December 2018. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	0.011	0.010
May	0.010	0.010
June	0.010	0.010
July	0.010	0.010
August	0.010	0.010
September	0.010	0.010
October	0.010	0.010
November	0.010	0.010
December	0.010	0.010
2019		
January	0.010	0.010
February	0.010	0.010
March	0.010	0.010
April (up to the Latest Practicable Date)	0.010	0.010

5. SHARES BUY BACK MADE BY THE COMPANY

The Company has not bought back any of the Share (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

6. UNDERTAKINGS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders at the AGM, to sell any of the Shares to the Company.

As at the Latest Practicable Date, no core connected person has notified the Company that he/she has a present intention to sell any Share to the Company, nor has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Share Buy-back Mandate is approved by the Shareholders at the AGM.

7. TAKEOVERS CODE

If, as a result of the share buy back by a company, a shareholder's proportionate interest in the voting rights of the company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a shareholder, or a group of shareholders acting in concert, may, depending on the level of increase of shareholding interest, obtain or consolidate control of the company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

In the event that the Directors exercise the Share Buy-back Mandate in full to buy back the Shares in accordance with the terms of the ordinary resolution to be proposed at the AGM and assuming no further Share is issued, allotted or to be bought back by the Company prior to the AGM, so far as the Directors are aware of, no existing substantial shareholder is obligated to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date in which Shares being bought back, the exercise of the Share Buy-back Mandate whether in whole or in part will not result in less than 25% of the total number of issued Shares being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Share Buy-back Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

The following are the biographical details of the Directors proposed to be re-elected at the AGM:

Mr. TAM Ngai Hung, Terry, aged 65, has been the executive Director and the Group Finance Director since August 2002. He is a member of each of the remuneration committee of the Board and the Nomination Committee. He is primarily responsible for the corporate finance, accounting and company secretarial functions of the Group. He has more than 41 years of experience in finance and accounting management, and management experience in diversified businesses. He also possesses substantial knowledge in corporate finance matters, mergers and acquisitions and company secretarial matters. He previously held a number of senior positions in several listed companies before he joined the Company. He is also an executive director and the company secretary of CCT Fortis and a director and company secretary of certain subsidiaries of the Company and CCT Fortis. Mr. Terry Tam is a fellow of the Association of Chartered Certified Accountants and an associate of both the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and The Institute of Chartered Secretaries and Administrators.

Save as disclosed above, Mr. Terry Tam has not held any directorship in any listed public company in the past three years and does not hold any other positions within the Group.

Mr. Terry Tam has been appointed as an executive Director for a term of not more than 3 years and his directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. His emoluments from the Company comprise annual salary and allowances in the aggregate amounts of approximately HK\$1,100,000.00. His emoluments are determined with reference to his duties and responsibilities with the Group, the Group’s performance as well as the market benchmark. Details of Mr. Terry Tam’s emoluments for the year ended 31 December 2018 are set out in note 8 to the financial statements in the Company’s 2018 annual report.

Mr. Terry Tam does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Terry Tam had interests in 10,000,000 Shares and (i) 825,000,000 share options of the Company which are exercisable during the period from 18 January 2017 to 17 January 2027 at a price of HK\$0.011 per Share; (ii) 1,320,000,000 share options of the Company which are exercisable during the period from 25 January 2018 to 24 January 2028 at a price of HK\$0.010 per Share; and (iii) 1,300,000,000 share options of the Company which are exercisable during the period from 25 January 2019 to 24 January 2029 at a price of HK 0.010 per Share. Save as disclosed above, as at the Latest Practicable Date, Mr. Terry Tam had no other interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

There is no information in respect of Mr. Terry Tam which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there is no information which should be disclosed nor is/was Mr. Terry Tam involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. TAM King Ching, Kenny, aged 69, has been an INED since February 2016. Mr. Kenny Tam is a member of each of the audit committee of the Board, the remuneration committee of the Board and the Nomination Committee. Mr. Kenny Tam also serves as an independent non-executive director of certain listed companies on the Main Board of the Stock Exchange, namely, CCT Fortis (stock code: 138), BeijingWest Industries International Limited (stock code: 2339), Hong Kong Shanghai Alliance Holdings Limited (stock code: 1001), Kingmaker Footwear Holdings Limited (stock code: 1170), Shougang Concord Grand (Group) Limited (stock code: 730), Starlite Holdings Limited (stock code: 403), West China Cement Limited (stock code: 2233) and Wisdom Education International Holdings Company Limited (stock code: 6068). He is also serving as a member of the Restructuring and Insolvency Faculty Executive Committee in the HKICPA. Mr. Kenny Tam is also a council member of The Society of Chinese Accountants and Auditors. Mr. Kenny Tam is a practising Certified Public Accountant in Hong Kong. He holds a Bachelor's Degree in Commerce and is a fellow member of the HKICPA and a member of the Chartered Professional Accountants of Ontario, Canada.

Save as disclosed above, Mr. Kenny Tam has not held any directorship in any listed public company in the past three years and does not hold any other positions within the Group.

Mr. Kenny Tam has been appointed as an INED for a term of not more than 3 years and his directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Mr. Kenny Tam does not receive any fee or salary from the Company in respect of his position as an INED.

Mr. Kenny Tam does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Kenny Tam had interests in (i) 5,000,000 share options of the Company which are exercisable during the period from 17 January 2014 to 16 January 2024 at a price of HK\$0.010 per Share; (ii) 10,000,000 share options of the Company which are exercisable during the period from 18 January 2017 to 17 January 2027 at a price of HK\$0.011 per Share; (iii) 10,000,000 share options of the Company which are exercisable during the period from 25 January 2018 to 24 January 2028 at a price of HK \$0.010 per Share; and (iv) 10,000,000 share options of the Company which are exercisable during the period from 25 January 2019 to 24 January 2029 at a price of HK \$0.010 per Share. Save as disclosed above, as at the Latest Practicable Date, Mr. Kenny Tam had no other interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

There is no information in respect of Mr. Kenny Tam which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there is no information which should be disclosed nor is/was Mr. Kenny Tam involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.



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 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”;

- (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 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.