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GBA HOLDINGS LIMITED

GBA集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00261)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of GBA 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, 18 July 2022 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions 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 Reduction (as defined below); (ii) the listing committee of the Stock Exchange granting 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 to effect the Capital Reorganisation (as defined below), with effect from the second business day immediately following the date on which this resolution is passed or the date the above condition is fulfilled (whichever is later):
 - (i) every one hundred (100) ordinary shares of par value of HK\$0.01 each in the issued share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) of par value of HK\$1.00 (the “**Share Consolidation**”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum of association and bye-laws of the Company (“**Bye-laws**”);
 - (ii) immediately following the Share Consolidation, any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation be cancelled and eliminated, and the par value of each of the issued Consolidated Shares be reduced from HK\$1.00 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.99 on each of the issued Consolidated Shares (the “**New Share(s)**”) (the “**Capital Reduction**”) (collectively with the Share Consolidation, the “**Capital Reorganisation**”);

- (iii) the New Shares shall rank pari passu in all respects with each other and have such rights and subject to such restrictions as set out in the memorandum of association of the Company and the Bye-laws;
- (iv) the Directors be and are hereby authorised to credit the amount arising from the Capital Reduction to the contributed surplus account of the Company and the Directors may use such amount for such purposes as may be permitted by the applicable laws and the Bye-laws as the Directors consider appropriate; and
- (v) the Directors be hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, as they may consider necessary or expedient to give effect to the Capital Reorganisation.”

By Order of the Board
GBA HOLDINGS LIMITED
Ong Chor Wei
Chairman

Hong Kong, 24 June 2022

Registered office:

Victoria Place, 5th Floor,
31 Victoria Street
Hamilton HM 10
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

Notes:

- (1) The register of members of the Company will be closed from Wednesday, 13 July 2022 to Monday, 18 July 2022 (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, 12 July 2022.
- (2) 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 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 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, 16 July 2022, 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 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 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.
- (5) 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), 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.

As at the date of this notice, the executive Directors are Mr. Ong Chor Wei, Ms. Cheng Yuk Ching, Flora, and Mr. Yuk Kai Yao and the independent non-executive Directors are Mr. Chow Siu Ngor, Ms. Wu Wai Shan and Mr. Tam King Ching, Kenny.