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**GBA HOLDINGS LIMITED**

**GBA集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00261)**

**(1) FURTHER DELAY IN DESPATCH OF CIRCULAR; AND  
(2) REVISED EXPECTED TIMETABLE  
IN RELATION TO PROPOSED RIGHTS ISSUE ON THE BASIS OF  
FOUR (4) RIGHTS SHARES FOR EVERY FIVE (5)  
CONSOLIDATED SHARES  
HELD ON THE RECORD DATE ON A BEST EFFORT AND  
NON-FULLY UNDERWRITTEN BASIS**

**Underwriter and Placing Agent of the Rights Issue**



**Independent Financial Adviser to the Independent Board Committee and  
the Independent Shareholders**

**MESSIS 大有融資**

References are made to the announcements of the Company dated 7 June 2023 and 23 June 2023 (the “Announcements”) in relation to, among others, the Share Consolidation, the Change in Board Lot Size and the Rights Issue. Unless otherwise stated, all capitalised terms used herein shall have the same meanings as those defined in the Announcements.

## **FURTHER DELAY IN DESPATCH OF CIRCULAR**

As stated in the announcement of the Company dated 23 June 2023, a circular including, among other things, details of (i) the Rights Issue, the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) and the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement); (ii) the recommendation of the Independent Board Committee in relation to the Rights Issue, the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement) and the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement); (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in the same regard; (iv) a notice convening the SGM; and (v) other disclosure requirements under the Listing Rules was expected to be despatched to the Shareholders on or before 10 July 2023.

Since additional time is required for the Company to prepare and finalise certain information for inclusion in the circular as well as to arrange for bulk printing, the date of despatch of the circular is expected to be postponed to a date falling on or before Tuesday, 25 July 2023.

## **REVISED EXPECTED TIMETABLE**

In view of the further delay in the despatch of the circular, the expected timetable for the Share Consolidation, the Change in Board Lot Size and the Rights Issue will be revised as follows:

<b>Event</b>	<b>Time and date (Hong Kong time) 2023</b>
Expected despatch date of the circular, proxy form and notice of SGM . . . . .	Tuesday, 25 July
Latest time for lodging transfers of Shares to qualify for the attendance and voting at the SGM . . . . .	4:30 p.m. on Monday, 7 August
Closure of register of members of the Company (both days inclusive) . . .	Tuesday, 8 August to Monday, 14 August
Latest time for lodging proxy forms for the SGM. . . . .	11:00 a.m. on Saturday, 12 August

Record date for determining entitlements for the attendance and voting at the SGM .....	Monday, 14 August
Expected time and date of the SGM .....	11:00 a.m. on Monday, 14 August
Announcement of the poll results of the SGM .....	Monday, 14 August
Register of members of the Company reopens .....	Tuesday, 15 August
Effective date of the Share Consolidation .....	Wednesday, 16 August
Commencement of dealings in the Consolidated Shares.....	9:00 a.m. on Wednesday, 16 August
Original counter for trading in Existing Shares in the board lot size of 8,000 Existing Shares (in the form of existing share certificates) temporarily closes. ....	9:00 a.m. on Wednesday, 16 August
Temporary counter for trading in the Consolidated Shares in the board lot size of 2,000 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m. on Wednesday, 16 August
First day of free exchange of existing share certificates for new share certificates for Consolidated Shares .....	Wednesday, 16 August
Last day of dealings in the Consolidated Shares on a cum-rights basis .....	Wednesday, 16 August
First day of dealings in the Consolidated Shares on an ex-rights basis .....	Thursday, 17 August
Latest Lodging Time for lodging transfer of Consolidated Shares to qualify for the Rights Issue .....	4:30 p.m. on Friday, 18 August
Closure of register of members of the Company for determining entitlements to the Rights Issue (both days inclusive) .....	Monday, 21 August to Friday, 25 August

Record Date for determining entitlements for the Rights Issue. . . . .	Friday, 25 August
Register of members of the Company reopens . . . . .	Monday, 28 August
Despatch of the Prospectus Documents (in the case of Non-Qualifying Shareholders, the Prospectus only) . . . . .	Monday, 28 August
Original counter for trading in the Consolidated Shares in the board lot size of 16,000 Consolidated Shares (in the form of new share certificates) reopens . . . . .	9:00 a.m. on Wednesday, 30 August
Parallel trading in the Consolidated Shares (in the form of both existing share certificates and new share certificates) commences . . . . .	9:00 a.m. on Wednesday, 30 August
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	Wednesday, 30 August
First day of dealing in nil-paid Rights Shares . . . . .	Wednesday, 30 August
Latest time for splitting of the PALs . . . . .	4:30 p.m. on Friday, 1 September
Last day of dealing in nil-paid Rights Shares . . . . .	Wednesday, 6 September
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the payment of Net Gain . . . . .	4:00 p.m. on Monday, 11 September
Latest Time for Acceptance and payment for the Rights Shares . . . . .	4:00 p.m. on Monday, 11 September
Announcement of the number of the Unsubscribed Rights Shares subject to the Compensatory Arrangements . . . . .	Thursday, 14 September

Commencement of placing of the Unsubscribed Rights Shares  
by the Placing Agent subject to the Compensatory  
Arrangements . . . . . Friday, 15 September

End of placing of the Unsubscribed Rights  
Shares by the Placing Agent. . . . . Monday, 18 September

Latest Time for Termination of the Underwriting  
Agreement and for the Rights Issue to become unconditional. . . . . 4:00 p.m. on  
Tuesday, 19 September

Designated broker ceases to stand in the market to  
provide matching services for odd lots of the Consolidated Shares. . . . . 4:00 p.m. on  
Tuesday, 19 September

Temporary counter for trading in the Consolidated  
Shares in the board lot size of 2,000 Consolidated  
Shares (in the form of existing share certificates) closes . . . . . 4:10 p.m. on  
Tuesday, 19 September

Parallel trading in Consolidated Shares  
(represented by both existing share certificates  
and new share certificates) ends. . . . . 4:10 p.m. on  
Tuesday, 19 September

Last day for free exchange of existing share  
certificates for new share certificates . . . . . Thursday, 21 September

Announcement of allotment results of the  
Rights Issue (including results of the placing  
of the Unsubscribed Rights Shares and the amount  
of Net Gain per Unsubscribed Share under the  
Compensatory Arrangements) . . . . . Thursday, 21 September

Despatch of certificates for fully-paid Rights Shares . . . . . Friday, 22 September

Refund cheques, if any, to be despatched  
(if the Rights Issue is terminated). . . . . Friday, 22 September

Expected first day of dealings in fully-paid  
Rights Shares . . . . . 9:00 a.m. on  
Monday, 25 September

Payment of the Net Gain (if any) to the relevant

No Action Shareholders . . . . . Tuesday, 26 September

The expected timetable set out above is indicative only. Further announcement(s) (if any) will be made by the company regarding any significant change to the expected timetable as and when appropriate.

**Shareholders and potential investors of the Company should note that the Share Consolidation is subject to satisfaction of certain conditions precedent. In addition, the proposed Rights Issue is conditional upon, among others, the Share Consolidation becoming effective, the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement) having become unconditional and the Underwriter not having terminated the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreement) in accordance with the terms thereof. Accordingly, they may or may not be completed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

By order of the Board  
**GBA HOLDINGS LIMITED**  
**Ong Chor Wei**  
*Chairman and Executive Director*

Hong Kong, 10 July 2023

*As at the date of this announcement, the executive Directors are Mr. Ong Chor Wei, Mr. Yuk Kai Yao and Ms. Lam Ka Lee and the independent non-executive Directors are Ms. Wu Wai Shan, Mr. Lau Yik Lok and Mr. Leung Gar-Gene Vincent.*