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GBA HOLDINGS LIMITED

GBA集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00261)

**(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 14 AUGUST 2023;
(2) EFFECTIVE DATE OF THE SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE; AND
(3) COMMENCEMENT OF DEALING IN THE CONSOLIDATED
SHARES ON AN EX-RIGHTS BASIS**

References are made to the circular (the “**Circular**”) and the notice (the “**SGM Notice**”) of the special general meeting (the “**SGM**”) of GBA Holdings Limited (the “**Company**”) both dated 25 July 2023 in relation to, among others, (i) the Share Consolidation; (ii) the Change in Board Lot Size; and (iii) the Rights Issue, and the announcement of the Company dated 31 July 2023 in relation to the change of venue of the SGM. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE SGM

At the SGM held on 14 August 2023, the voting on the proposed resolution as set out in the SGM Notice was taken by way of poll. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

The SGM was chaired by Ms. Wu Wai Shan, an independent non-executive Director. The executive Directors, Mr. Yuk Kai Yao and Ms. Lam Ka Lee, and the independent non-executive Directors, Ms. Wu Wai Shan, Mr. Leung Gar-Gene Vincent and Ms. Chan Sheung Yu attended the SGM in person; and the executive Director, Mr. Ong Chor Wei (“**Mr. Ong**”) attended the SGM by telephone.

The Board is pleased to announce that the proposed resolutions were duly passed by the Shareholders by way of poll at the SGM. The poll results in respect of the resolutions were as follows:

ORDINARY RESOLUTIONS		Number of votes (Approximate percentage)	
		For	Against
1.	To approve the Share Consolidation.	610,799,264 (99.16%)	5,200,080 (0.84%)
2.	To approve the Rights Issue on the basis of four (4) Rights Shares for every five (5) Consolidated Shares held on the Record Date, the Placing Agreement (as amended and supplemented), the Underwriting Agreement (as amended and supplemented) and the transactions contemplated thereunder, and the allotment and issue of the Rights Shares.	347,389,064 (98.53%)	5,200,080 (1.47%)

The description of the resolutions above is by way of summary only. The full text of the resolutions proposed at the SGM was set out in the SGM Notice.

As more than 50% of the votes were cast in favour of each of the above resolutions, the resolutions were duly passed as ordinary resolutions by way of poll at the SGM.

As at the date of the SGM, the total number of issued shares of the Company was 2,206,153,200 Shares, of which 263,410,200 Shares, representing approximately 11.94% of the issued share capital of the Company, were held by Top Pioneer Holdings Limited (“**Top Pioneer**”), which is wholly and beneficially owned by Mr. Ong, being the chairman and an executive Director. By reason of the requirements of the Listing Rules, Mr. Ong, Mr. Yuk Kai Yao and Ms. Lam Ka Lee, being the executive Directors, as well as Top Pioneer and Shareholders who have an interest in the Rights Issue, the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreements), the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreements) and the transactions contemplated thereunder shall abstain from voting in favour of the relevant resolution at the SGM. As such, Top Pioneer, by being Mr. Ong’s associate, had abstained from voting in favour of such resolution at the SGM. Accordingly, at the SGM, there were 2,206,153,200 Shares entitling the Shareholders to attend and vote on the resolution in respect of the Share Consolidation, while there were only 1,942,743,000 Shares entitling the Independent Shareholders to attend and vote on the resolution in respect of the Rights Issue.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting in favour of the resolutions at the SGM, and there was no Share entitling the holders thereof to attend and vote only against the resolutions at the SGM. None of the Independent Shareholders had indicated in the Circular of his intention to vote against or to abstain from voting on any of the resolutions at the SGM.

EFFECTIVE DATE OF SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

As all of the conditions of the Share Consolidation stated in the Circular have been fulfilled, following the passing of the ordinary resolution to approve the Share Consolidation at the SGM, the Share Consolidation will become effective on Wednesday, 16 August 2023. Dealings in the Consolidated Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 16 August 2023. Upon the Share Consolidation becoming effective, the Change in Board Lot Size will become effective. Please refer to the Circular for the timetable, the trading arrangements and other details of the Share Consolidation and the Change in Board Lot Size, including the services that are available for odd lots matching.

Shareholders should note that upon the Share Consolidation becoming effective, new share certificates of the New Shares will be issued in the colour of orange in order to distinguish them from the share certificates for the Existing Shares which are in the colour of blue.

COMMENCEMENT OF DEALING IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS

Pursuant to the expected timetable of the Rights Issue as stated in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis will be Wednesday, 16 August 2023, and the Consolidated Shares will be dealt with on an ex-rights basis from Thursday, 17 August 2023.

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

Hong Kong, 14 August 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, Ms. Chan Sheung Yu and Mr. Leung Gar-Gene Vincent.