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**GBA HOLDINGS LIMITED**

**GBA集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00261)**

## **PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY**

This announcement is made by GBA Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. As such, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments (the “**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-Laws**”) and to adopt a new set of the amended and restated bye-laws (the “**New Bye-Laws**”) in substitution for, and to the exclusion of, the Existing Bye-Laws. The Proposed Amendments seek, among other things, to (i) bring the Existing Bye-Laws in line with the amendments made to Appendix 3 to the Listing Rules and applicable laws and procedures of Bermuda; and (ii) make other consequential and housekeeping amendments.

The Proposed Amendments to the Existing Bye-Laws and the proposed adoption of the New Bye-Laws incorporating such amendments shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company, to be held on 8 June 2023 (the “**AGM**”) and will become effective upon the approval by the Shareholders at the AGM. A circular containing, among others, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board  
**GBA Holdings Limited**  
**Ong Chor Wei**

*Chairman and Executive Director*

Hong Kong, 20 April 2023

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