



GBA HOLDINGS LIMITED

GBA集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00261)

FORM OF PROXY

Form of proxy for use at the 2023 annual general meeting (the “AGM”) of GBA Holdings Limited (the “Company”) to be held at 1/F, Function Room, 7–9 Minden Avenue, Tsimshatsui, Kowloon, Hong Kong on Thursday, 8 June 2023 at 11:00 a.m. (or at any adjourned meeting thereof)

I/We¹ _____ of _____ being the registered holder(s) of² _____ share(s) of HK\$0.01 each in the share capital of the Company (the “Share(s)”), HEREBY APPOINT³ _____ of _____

or failing him/her, the chairman of the AGM, to attend and act for me/us as my/our proxy at the AGM (or at any adjourned meeting thereof) to be held at 1/F, Function Room, 7–9 Minden Avenue, Tsimshatsui, Kowloon, Hong Kong on Thursday, 8 June 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at the AGM (or at any adjourned meeting thereof) to vote for me/us and on my/our behalf in respect of the said resolutions as hereinunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ⁴		FOR ⁵	AGAINST ⁵
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors (the “Directors”) and the auditors for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Yuk Kai Yao as an executive Director of the Company and the board of Directors be authorised to fix his Director’s remuneration. (b) To re-elect Ms. Wu Wai Shan as an independent non-executive Director of the Company and the board of Directors be authorised to fix her Director’s remuneration. (c) To re-elect Mr. Lau Yik Lok as an independent non-executive Director of the Company and the board of Directors be authorised to fix his Director’s remuneration. (d) To re-elect Mr. Leung Gar-Gene Vincent as an independent non-executive Director of the Company and the board of Directors be authorised to fix his Director’s remuneration.		
3.	To re-appoint Crowe (HK) CPA Limited as auditors and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
6.	To extend the general mandate granted to the Directors allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares bought back by the Company.		
SPECIAL RESOLUTION ⁴			
7.	To approve the proposed amendments (the “Proposed Amendments”) to the existing bye-laws of the Company (the “Existing Bye-Laws”) and to adopt the amended and restated bye-laws of the Company incorporating the Proposed Amendments (the “New Bye-Laws”) in substitution for and to the exclusion of the Existing Bye-Laws with immediate effect after the close of the AGM and authorize any one director or company secretary of the Company to do all things necessary to implement the Proposed Amendments and the adoption of the New Bye-Laws.		

Dated: _____

Signature⁶: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of the Share(s) registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Share(s) registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. The description of the resolutions is by way of summary only. The full text of all the resolutions appear in the notice of the AGM incorporated in the circular of the Company dated 26 April 2023.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK(✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”. IF YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES “FOR” AND SOME OF YOUR VOTES “AGAINST” A PARTICULAR RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES).** Failure to tick either box or write the number of votes in the box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised on that corporation’s behalf.
7. In the case of joint registered holders of any Share(s), any one of such persons may 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 were 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) in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
8. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Tuesday, 6 June 2023 (Hong Kong time)) or any adjourned meeting thereof (as the case may be).
9. If you are holder of two or more Shares, you may appoint not more than two proxies (or, in the case of a recognised clearing house, may appoint number of proxy(ies) not more than the number of Share(s) held by it) to attend the AGM. A proxy need not be a shareholder of the Company but must attend the AGM or at any adjourned meeting thereof (as the case may be) in person to represent you.
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or at any adjourned meeting thereof (as the case may be) should you so wish. If you attend and vote at the AGM or at any adjourned meeting thereof (as the case may be) in person, the authority of your proxy will be revoked.