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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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**” or “**SGM**”) of GBA Holdings Limited (the “**Company**”) will be held at 1/F., Function Room, Xi Hotel 7–9 Minden Avenue, Tsimshatsui, Kowloon, Hong Kong on Friday, 5 January 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the entering into of the Supplemental Agreement (as defined in the circular of the Company dated 14 December 2023 (the “**Circular**”) of which this notice forms part), a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for identification purpose, the transactions contemplated thereunder and the execution of the Supplemental Agreement be and are hereby confirmed, approved, authorised and ratified in all respects; and

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Supplemental Agreement and the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the Supplemental Agreement and any other transactions contemplated under or incidental to the Supplemental Agreement.”

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

Hong Kong, 14 December 2023

Registered office:

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

*Head office and principal place of business
in Hong Kong:*

Room 1415, 14/F., Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

Notes:

- (1) The register of members of the Company will be closed from Tuesday, 2 January 2024 to Friday, 5 January 2024 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 29 December 2023.
- (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the SGM (i.e. not later than 11:00 a.m. on Wednesday, 3 January 2024, 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/.
- (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 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 was 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), 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.
- (6) Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the SGM will be taken by poll except where the chairman of the SGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.

As at the date hereof, the executive Directors are Mr. Ong Chor Wei, Ms. Wong Misa 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.