



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 (the “Proxy Form”) for use at the special general meeting (the “SGM”) of GBA Holdings Limited (the “Company”) to 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. (or at any adjourned meeting thereof)

I/We¹ _____

of _____

being the registered holder(s) of² _____ share(s) of HK\$0.04 each in the share capital of the Company (the “Share(s)”), HEREBY APPOINT³ _____

of _____

or failing him/her, the chairman of the SGM, to attend and act for me/us as my/our proxy at the SGM (or at any adjourned meeting thereof) to 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 the resolution set out in the notice (the “Notice”) convening the SGM and at the SGM (or at any adjourned meeting thereof) to vote for me/us and on my/our behalf in respect of the said resolution as hereinunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Notice.

ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴
1.	<p>“THAT”</p> <p>(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</p> <p>(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.”</p>		

Dated: _____

Signature⁵: _____

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 Proxy Form 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 SGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **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.
5. This Proxy Form 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.
6. In the case of joint registered holders of any Share(s), any one of such persons may vote at the SGM 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 SGM 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.
7. In order to be valid, this Proxy Form, together with any power of attorney or other authority (if any) under which it is signed, or a notorially 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 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).
8. 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 SGM. A proxy need not be a shareholder of the Company but must attend the SGM or at any adjourned meeting thereof (as the case may be) in person to represent you.
9. Completion and delivery of this Proxy Form will not preclude you from attending and voting at the SGM or at any adjourned meeting thereof (as the case may be) should you so wish. If you attend and vote at the SGM or at any adjourned meeting thereof (as the case may be) in person, the authority of your proxy will be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Tengis Limited at the above address.