THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in GBA Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s), the transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser(s) or the transferee(s).

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GBA HOLDINGS LIMITED

GBA集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00261)

PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Friday, 5 June 2026 at 11:00 a.m. at 1/F, Function Room, 7–9 Minden Avenue, Tsimshatsui, Kowloon, Hong Kong is set out in Appendix III to this circular.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Wednesday, 3 June 2026 Hong Kong time) or any adjournment thereof (as the case may be). Such form of proxy for use at the AGM is also published on the website of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.gbaholdings.com). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

30 April 2026

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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

"acting in concert"	has the same meaning as ascribed to it under the Takeovers Code;
"AGM"	the annual general meeting of the Company to be held on Friday, 5 June 2026 at 11:00 a.m.;
"Board"	the board of Directors;
"Bye-Laws"	the Bye-Laws of the Company;
"close associate(s)"	has the same meaning as ascribed to it under the Listing Rules;
"Company"	GBA Holdings Limited (stock code: 00261), an exempted company incorporated in Bermuda with limited liability and the Shares are listed on the Main Board of the Stock Exchange;
"controlling shareholder"	has the same meaning as ascribed to it under the Listing Rules;
"core connected person(s)"	has the same meaning as ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company, from time to time;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"INED(s)"	the independent non-executive Director(s);
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereof;

"Latest Practicable Date"	22 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Nomination Committee"	the nomination committee of the Board;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
"Share Buy-back Mandate"	a general and unconditional mandate proposed to be granted to the Directors to enable the Company to buy back the fully paid up Shares up to 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereof;
"Share(s)"	ordinary share(s) of HK$0.2 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of the issued Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"substantial shareholder(s)"	has the same meaning as ascribed to it under the Listing Rules;
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs; and
"%"	per cent.

GBA HOLDINGS LIMITED
GBA集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00261)

Executive Directors:
Ong Chor Wei
Wong Misa
Lam Ka Lee

Independent non-executive Directors:
Wu Wai Shan
Chan Sheung Yu
Leung Gar-Gene Vincent

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

30 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, the proposed grant of the Share Buy-back Mandate and the Issue Mandate; and the re-election of the Directors.

2. GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES

General mandate to buy back the Shares

At the AGM, an ordinary resolution will be proposed that the Directors be given the Share Buy-back Mandate. Under the Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of Shares in issue as at the date of the passing of the ordinary resolution in relation thereof. The Company's authority is restricted to buy back the Shares on the market in accordance with the Listing Rules. The mandate allows the Company to buy back Shares only during the period ending on the earliest of the date of the next annual general meeting of the Company following the passing of the ordinary resolution referred to herein, the date by which the next annual general meeting of the Company is required to be held by the Bye-Laws or any applicable laws and the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

As at the Latest Practicable Date, the total number of issued Shares was 284,801,678. Subject to the passing of the relevant resolution to approve the Share Buy-back Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 28,480,167 Shares under the Share Buy-back Mandate, representing 10% of the total number of the issued Shares as at the date of the AGM.

An explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed ordinary resolution for the grant of the Share Buy-back Mandate at the AGM in accordance with the Listing Rules is set out in Appendix I to this circular.

General mandate to issue new Shares

At the AGM, an ordinary resolution will also be proposed that the Directors be given the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue up to 46,566,946 new Shares, being the Shares not exceeding in aggregate 20% of the total number of Shares in issue as at the Latest Practical Date and on the basis that no further Share is issued, allotted or bought back by the Company prior to the AGM. In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding thereto the number of such Shares to be bought back under the Share Buy-back Mandate.

As at the Latest Practicable Date, the total number of issued Shares was 284,801,678.

3. RE-ELECTION OF DIRECTORS

Pursuant to Bye-Law 99 of the Bye-Laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to one-third) shall retire from office by rotation save any Director holding office as Chairman or managing Director.

Further, according to Bye-Laws 102(A) and 102(B) of the Bye-Laws, any Director appointed by the Board or by ordinary resolution either to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company. The Directors to retire at an annual general meeting of the Company shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

Pursuant to Bye-Laws 99, 102(A) and 102(B) of the Bye-Laws, each of Mr. Ong Chor Wei ("**Mr. Ong**") and Ms. Wu Wai Shan ("**Ms. Wu**") will retire from office as Directors and, being eligible, offer themselves for re-election at the AGM.

Biographical details of the Directors who are proposed to be re-elected at the forthcoming AGM are set out in Appendix II to this circular.

The Nomination Committee leads the process and makes recommendations to the Board for appointments or re-elections of the Directors (including the INEDs) to complement the Company's corporate strategy. In evaluating and selecting candidate(s) for nomination as INEDs, the Nomination Committee and the Board consider the criteria for being an INED.

Recommendation of the Nomination Committee

The Nomination Committee has assessed the independence of each of the INEDs (including Ms. Chan, Ms. Wu and Mr. Leung) based on reviewing their annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

The Nomination Committee and the Board recommend Ms. Chan, Ms. Wu and Mr. Leung to be re-elected as INED at the AGM for the following reasons:

(i) each of Ms. Chan, Ms. Wu and Mr. Leung has no conflict of interest or material interest in the Group's businesses and affairs;

(ii) each of Ms. Chan, Ms. Wu and Mr. Leung has made annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules to the Company. As at the Latest Practicable Date, the Board was not aware of any subsequent change in circumstances which may affect their independence; and

(iii) as at the Latest Practicable Date, each of Ms. Chan, Ms. Wu and Mr. Leung had no other interests (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company and/or its associated corporations.

The Nomination Committee has also considered Ms. Wu's extensive experience in the accounting and finance field, her working profile and other experience as set out in Appendix II to this circular. The Nomination Committee and the Board are satisfied that Ms. Wu has the required character, integrity and experience to continuously fulfil her role as an INED effectively. The Board is of the view that Ms. Wu has professional qualifications of and considerable experience in various domains, such as finance, accounting and auditing, and she has built influence in the industry and fulfilled her duties in an enthusiastic manner. Therefore, she is able to complement the professional background of the composition of the Board in terms of financial management and offer valuable insights to the Board.

Based on the above, the Board is of the view that diversity of Board members can be achieved through consideration of a number of factors, such as age, gender, cultural and educational background, or professional experience, skills and expertise upon election of each of Ms. Chan, Ms. Wu and Mr. Leung as an INED. The Board believed that the re-election of each of Ms. Chan, Ms. Wu and Mr. Leung as an INED would be in the best interests of the Company and its Shareholders as a whole.

In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the retiring Directors, namely Ms. Wong, Ms. Lam, Ms. Chan, Ms. Wu and Mr. Leung for re-election as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

4. CLOSURE OF REGISTER OF MEMBERS

The forthcoming AGM is scheduled to be held on Friday, 5 June 2026. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 1 June 2026. The record date for determining the entitlements to attend and vote at the AGM is Friday, 5 June 2026.

5. THE AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out in Appendix III to this circular. At the AGM, resolutions will be proposed for the Shareholders to approve, *inter alia*, grant of the Share Buy-back Mandate and the Issue Mandate to the Directors; and the re-election of the Directors.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the resolutions to be proposed at the AGM, accordingly, no Shareholders are required to abstain from voting on any resolutions to be proposed at the AGM.

In accordance with the requirement under Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, 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 chairman of the AGM will therefore demand a poll on each of the resolutions put forward at the AGM pursuant to Bye-Law 70 of the Existing Bye-Laws. An announcement on the poll results of the AGM will be published on the website of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.gbaholdings.com) after the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event, not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Wednesday, 3 June 2026, Hong Kong time) or at any adjournment thereof (as the case may be). Such form of proxy for use at the AGM is also published on the website of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.gbaholdings.com). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

6. RECOMMENDATIONS

The Directors consider that the proposed grant of the Share Buy-back Mandate and the Issue Mandate to the Directors; and the re-election of the Directors, are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM in respect thereof.

Yours faithfully,
For and on behalf of the Board of
GBA Holdings Limited
Ong Chor Wei
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate to be approved at the AGM.

1. SHARE IN ISSUE

As at the Latest Practicable Date, there were 284,801,678 Shares in issue representing an issued share capital of HK$56,960,335.60.

Subject to the passing of the proposed ordinary resolution approving the Share Buy-back Mandate and on the basis that no outstanding share option is exercised and no further Share is issued, allotted or to be bought back by the Company prior to the AGM, the exercise of the Share Buy-back Mandate in full would result in up to a maximum of 28,480,167 Shares, representing the share capital of HK$5,696,033.40, being bought back by the Company. The Share Buy-back Mandate may be exercised by the Company during the period from the passing of the relevant resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws or the Bye-Laws to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied byway of an ordinary resolution of the Shareholders in a general meeting.

2. REASONS FOR THE SHARE BUY BACK

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might consider it appropriate to buy back Shares, the Directors believe that an ability to do so will give the Company additional flexibility that is beneficial to the Company. An exercise of the Share Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy back will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-Laws and the applicable laws of Bermuda. Such buy back may only be effected out of the capital paid up on the purchased Shares or out of the funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose.

In the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy back period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Company's annual report for the year ended 31 December 2025. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.440	0.335
May	0.430	0.335
June	0.335	0.270
July	0.360	0.300
August	0.330	0.230
September	0.275	0.229
October	0.295	0.255
November	0.285	0.246
December	0.285	0.235
2026		
January	0.330	0.227
February	0.305	0.275
March	0.280	0.244
April (up to the Latest Practicable Date)	0.320	0.255

5. SHARES BUY BACK MADE BY THE COMPANY

The Company has not bought back any of the Share (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

6. UNDERTAKINGS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Share Buy-back Mandate is approved by the Shareholders at the AGM, to sell any of the Shares to the Company.

As at the Latest Practicable Date, no core connected person has notified the Company that he/she has a present intention to sell any Share to the Company, nor has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Share Buy-back Mandate is approved by the Shareholders at the AGM.

7. TAKEOVERS CODE

If, as a result of the share buy back by a company, a shareholder's proportionate interest in the voting rights of the company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a shareholder, or a group of shareholders acting in concert, may, depending on the level of increase of shareholding interest, obtain or consolidate control of the company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following shareholders had interests representing 5% or more of the issued share capital of the Company:

			Approximate percentage of total issued Shares	
Name	**Capacity/Nature of Interest**	**Number of shares held**	**As at the Latest Practicable Date**	**If Share Buy-back Mandate is exercised in full**
Top Pioneer Holdings Limited	Beneficial owner	3,638,400	1.28%	1.41%
Ong Chor Wei *(Note 2)*	Interest of controlled corporation	3,638,400	1.28%	1.41%
CCT Telecom Securities Limited *(Note 3)*	Security interest in shares	10,733,420	3.77%	3.77%
CCT Fortis Holdings Limited *(Note 4)*	Security interest of controlled corporation	13,416,775	4.71%	4.71%
Mak Shiu Tong, Clement *(Note 5)*	Security interest of controlled corporation	13,416,775	4.71%	4.71%
Mak Chun Kiu *(Note 5)*	Security interest of controlled corporation	13,416,775	4.71%	4.71%
Xu Lei	Beneficial owner	19,427,200	6.82%	7.50%

Notes:

1. All interests stated are long position.

2. Ong Chor Wei ("**Mr. Ong**") beneficially owns 100% of the issued share capital of Top Pioneer Holdings Limited ("**Top Pioneer**"). Therefore, Mr. Ong are deemed to be interested in all the Shares held by Top Pioneer for the purpose of the SFO. Mr. Ong and Top Pioneer are regarded as a group of substantial shareholders acting in concert to exercise their voting rights in the Company and they together will be interested in a total of 1.56% of the issued share capital of the Company.

3. On 21 October 2022, 10,733,420 Shares and 13,416,775 Shares of the Company were charged by Top Pioneer Holdings Limited in favour of CCT Telecom Securities Limited and Ever Sino Group Limited, respectively.

4. CT Telecom Securities Limited and Ever Sino Group Limited were direct wholly-owned subsidiaries of CCT Capital International Holdings Limited, which is in turn a direct wholly-owned subsidiary of CCT Fortis Holdings Limited ("**CCT Fortis**").

5. An aggregate of 73.37% shares of CCT Fortis were held by Capital Winner Investments Limited ("**Capital Winner**"), Capital Force International Limited ("**Capital Force**") and New Capital Industrial Limited ("**New Capital**"). Each of Capital Winner, Capital Force and New Capital was owned as to 51% and 49% by Mak Shiu Tong, Clement and Mak Chun Kiu, respectively. Mak Shiu Tong, Clement further held 1.59% of the shares of CCT Fortis. Therefore, each of Mak Shiu Tong, Clement and Mak Chun Kiu is deemed to be interested in the shares of CCT Fortis.

As at the Latest Practical Date, so far as the Directors are aware, the Share Buy-back Mandate, if granted and exercised in full, would not give rise to any obligation on any existing Shareholder to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Share Buy-back Mandate to an extent that would cause any Shareholders or group of Shareholders acting in concert to become obligated to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date on which Shares being bought back, the exercise of the Share Buy-back Mandate whether in whole or in part will not result in less than 25% of the total number of issued Shares being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Share Buy-back Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

The following are the biographical details of the retiring Directors proposed to be re-elected at the AGM:

Mr. ONG Chor Wei (王祖偉)

Mr. ONG Chor Wei ("**Mr. Ong**"), aged 56, has been appointed as a non-executive Director with effect from 3 January 2022 and redesignated to an executive Director with effect from 7 April 2022. Mr. Ong is an executive director of Net Pacific Financial Holdings Limited (stock code: 5QY.SI) and a non-executive director of Joyas International Holdings Limited (stock code: E9L.SI), both of which are listed on the Singapore Exchange. He is also an independent non-executive director of Denox Environmental & Technology Holdings Limited (stock code: 1452) and non-executive Director of Zhong Jia Guo Xin Holdings Company Limited (stock code: 899).

Previously, Mr. Ong was an independent non-executive director of Smart Globe Holdings Limited (stock code: 1481), from 2017 to 2023, Nameson Holdings Limited (stock code: 1982), from 2016 to 2022, and O-Net Technologies (Group) Limited (stock code: 877), from 2010 to 2020. Mr. Ong was a non-executive director and re-designated as an independent non-executive director of Man Wah Holdings Limited (stock code: 1999), from 2010 to 2012 and from 2012 to 2022, respectively. He was also a non-executive director of Prosperous Printing Company Limited (stock code: 8385) from 2016 to 2020. Mr. Ong was a non-executive director of Vico International Holdings Limited (stock code: 1621) from 2017 to 2019. All of the above companies are listed on The Stock Exchange of Hong Kong Limited.

He was also an executive director on a part-time basis of Zibao Metals Recycling Holdings Plc (a company trading on AIM, a market operated by the London Stock Exchange Plc) from 2014 to 2019.

Mr. Ong has over 30 years of experience in finance and accounting. He holds a Bachelor of Laws degree from The London School of Economics and Political Science, The University of London. Mr. Ong also holds a distance learning degree in Masters in Business Administration which was jointly awarded by The University of Wales and The University of Manchester. Mr. Ong is an associate member of The Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

Mr. Ong has entered into a letter of appointment dated 3 January 2022 with the Company. Mr. Ong has been appointed for an initial term of three years commencing from the date of the appointment and her directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws of the Company. Mr. Ong receives a director's fee of HK$600,000 per annum which is determined by the Board with reference to her duties and responsibilities with the Group. Mr. Ong's emoluments for the year ended 31 December 2025 are set out in note 9 to the consolidated financial statements in the Company's 2025 annual report.

As at the Latest Practicable Date, Mr. Ong does not (i) hold any other directorships in Hong Kong or overseas listed public companies in the past three years; (ii) hold any their positions with the Company or other members of the group; (iii) have any interest in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as defined in the Listing Rules.

Save as disclosed above, Mr. Ong confirmed that there is no other information which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any matters that need to be brought to the attention of the Shareholders.

Ms. Wu Wai Shan (胡惠珊)

Ms. Wu Wai Shan ("**Ms. Wu**"), aged 38, has been an INED since 10 June 2022. Ms. Wu is currently the Investor Relations Senior Manager of Beijing Enterprises Urban Resources Group Limited ("**Beijing Enterprises**") (stock code: 03718) since April 2020 and she joined Beijing Enterprises as investor relations manager and assistant finance manager from June 2017 to January 2018 and as investor relations manager from January 2018 to April 2020. She is responsible for formulating the investor relations strategies for the Company and conducting meetings with investors. Ms. Wu worked in Kong Sun Holdings Limited (stock code: 00295) from August 2016 to May 2017 with her last position held as assistant finance manager. She also worked in China Mobile Games and Entertainment Group (HK) Limited from September 2015 to August 2016 with her last position held as assistant finance manager. She also worked in China Resources Enterprise, Limited (stock code: 00291) from May 2014 to June 2015 with her last position held as deputy financial accounting manager. She also worked in RSM Nelson Wheeler from July 2010 to November 2013 with her last position held as senior accountant. Ms. Wu obtained a Bachelor of Business Administration in Accounting from Lingnan University in 2010. Ms. Wu was admitted as a member of the Hong Kong Institute of Certified Public Accountants since 2014.

Ms. Wu has been appointed as an INED for a term of one year and her directorship in the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Ms. Wu receives a director's fee of HK$120,000 per annum which is determined by the Board with reference to her duties and responsibilities within the Group and is in line with that payable to other INEDs. Details of Ms. Wu's emoluments for the year ended 31 December 2025 are set out in note 9 to the consolidated financial statements in the Company's 2025 annual report.

As at the Latest Practicable Date, Ms. Wu does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO. Save as disclosed above, she does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company as defined in the Listing Rules; and did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, Ms. Wu has confirmed that there is no other information which should be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

GBA HOLDINGS LIMITED
GBA集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00261)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of GBA Holdings Limited (the "**Company**") will be held at 1/F, Function Room, 7–9 Minden Avenue, Tsimshatsui, Kowloon, Hong Kong on Friday, 5 June 2026 at 11:00 am. for the following purposes:

ORDINARY RESOLUTIONS

As Ordinary Business

1. To receive, consider and adopt the audited consolidated financial statements of the Group, the reports of the directors (the "**Directors**") and the auditors for the year ended 31 December 2025.

2. (a) To re-elect Mr. Ong Chor Wei as an executive Director of the Company and the board of Directors be authorised to fix his Director's remuneration; and

   (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.

3. To re-appoint Baker Tilly Hong Kong Limited as auditors and to authorise the board (the "**Board**") of Directors to fix the remuneration of the auditors.

As Special Business

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares in the share capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its shares at a price determined by the directors of the Company;

(c) the total number of shares of the Company to be bought back by the Directors pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by applicable laws or the Company's bye-laws to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in a general meeting."

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional new shares in the share capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

(c) the total number of shares of the Company allotted or issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" shall have the same meaning as that ascribed to it under resolution no. 4 as set out in the notice convening the annual general meeting of which this resolution forms part; and

"**Rights Issue**" means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to the fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong)."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT** conditional upon the passing of the resolutions nos. 4 and 5 as set out in the notice convening the annual general meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to the resolution no. 5 as set out in the notice convening the annual general meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company to be bought back by the Company under the authority granted pursuant to the resolution no. 4 as set out in the notice convening the annual general meeting of which this resolution forms part, provided that such amount shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution."

By Order of the Board of
GBA Holdings Limited
Ong Chor Wei
Chairman

Hong Kong, 30 April 2026

Notes:

(1) The register of members of the Company will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026 (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 AGM, 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 Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 1 June 2026. The record date for determining the entitlements to attend and vote at the AGM is Friday, 5 June 2026.

(2) Any shareholder entitled to attend and vote at the AGM 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 AGM 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 Investor Services 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 AGM (i.e. not later than 11:00 a.m. on Wednesday, 3 June 2026, Hong Kong time) or any adjourned meeting thereof (as the case may be). Such prescribed form of proxy for use at the AGM 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 AGM 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) With respect to the resolution set out in resolution no. 2 of this notice, Mr. Ong Chor Wei and Ms. Wu Wai Shan will retire and, being eligible, offer themselves for re-election at the AGM. Biographical details of the above directors are set out in the circular of the Company which will be sent to the shareholders of the Company in due course.

(7) With respect to the resolution set out in resolution no. 4 of this notice, approval is being sought from the shareholders for the general mandate to be given to the directors to buy back the shares of the Company. A circular containing an explanatory statement with further information with respect to such resolution will be sent to the shareholders of the Company in due course.

(8) With respect to the resolutions set out in resolutions nos. 5 and 6 of this notice, approval is being sought from the shareholders for the general mandates to be given to the directors to allot, issue and deal with new shares of the Company in accordance with the Listing Rules on The Stock Exchange of Hong Kong Limited.