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GBA HOLDINGS LIMITED

GBA集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00261)

**SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO
GRANT OF SHARE OPTIONS
AND
CANCELLATION OF GRANT OF SHARE OPTIONS**

Reference is made to the announcement of GBA Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 11 May 2026 (the “**Announcement**”) in relation to the grant by the Company on 11 May 2026 (the “**Date of Grant**”) of share options (the “**Options**”) to ten (10) Grantees, comprising eight (8) employees and two (2) consultants of the Group, under the share option scheme of the Company adopted on 7 July 2025 (the “**Share Option Scheme**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

This announcement is made to provide supplemental information in relation to the Announcement, in particular regarding the grant of Options to the two (2) consultants of the Group and the basis on which the number of the Options granted to them was determined.

CLARIFICATION IN RESPECT OF THE EMPLOYEE GRANTEES

As disclosed in the Announcement, the Options were granted to, among others, eight (8) employees of the Group (the “**Employee Grantees**”). The Company wishes to clarify that none of the Employee Grantees is the Director of the Company. The reference to “**Directors or employees of the Group**” in the Announcement was a general description of the categories of eligible participants under the Share Option Scheme and was not intended to indicate that any Director was granted Options on the Date of Grant. The Options were granted to eight (8) employees and two (2) consultants of the Group only, and no Director of the Company was granted any Options.

THE CONSULTANT GRANTEES

As disclosed in the Announcement, 4,736,000 Options were granted to two (2) consultants of the Group (the “**Consultant Grantees**”), namely Mr. Mak Wai Kit, Matthew and Ms. Chan Lok Yin. The Consultant Grantees have been engaged by the Group to provide tax advisory services in relation to the Group’s annual tax filing on the Business Tax Portal (the “**BTP**”) launched by the Hong Kong Inland Revenue Department (the “**IRD**”). The Consultant Grantees fall within the category of “contractor, agent, consultant and adviser” as a type of Service Provider under the Share Option Scheme (as set out on pages 10 to 12 of the Company’s circular dated 13 June 2025), specifically providing finance and accounting services (in the form of tax advisory services) to the Group within the “**finance and accounting services**” category under paragraph 3.8(b) of the rules of the Share Option Scheme.

CANCELLATION OF GRANT OF SHARE OPTIONS

As disclosed in the announcement, the grant of 4,736,000 share options to Consultant Grantees with an exercise price of HK\$0.227 per share in accordance with the Share Option Scheme, which entitle the Consultant Grantees to subscribe for a total of 4,736,000 Shares (the “**Consultant Share Options**”).

Subsequent to the Date of Grant, the Company and the Consultant Grantees restructured the terms of their respective engagements. It was mutually agreed that the Consultant Grantees would in future be remunerated on a cash basis rather than through equity incentives, in line with the Group’s existing remuneration framework for external service providers.

Pursuant to the rules of the Share Option Scheme, The Options cancelled will be regarded as utilized for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit.

1% INDIVIDUAL LIMIT

1% of the Shares in issue (excluding treasury shares) as at the Date of Grant amounted to approximately 2,848,017 Shares. As the 2,368,000 Options granted to each Consultant Grantee did not exceed the 1% individual limit under Chapter 17 of the Listing Rules in respect of any 12-month period, the grant of Options to the Consultant Grantees was not, on that basis, subject to the separate approval of the shareholders of the Company. This is consistent with the confirmation in the Announcement that none of the Grantees is a participant with Options and awards granted and to be granted exceeding the 1% individual limit under the Listing Rules.

SERVICE PROVIDER SUBLIMIT

Pursuant to sub-paragraph 8.1(b) of the rules of the Share Option Scheme, the Service Provider Sublimit is 5% of the issued share capital of the Company (excluding treasury shares) as at the date of adoption of the Share Option Scheme (i.e. 7 July 2025), being 11,911,736 Shares. As at the Date of Grant, a total of 4,736,000 Options had been granted to Service Providers under the Share Option Scheme. Accordingly, the number of Shares actually available for future grant (whether to Service Providers or otherwise) is limited to the 143,473 Shares remaining under the scheme mandate limit described below.

SCHEME MANDATE LIMIT

As disclosed in the Announcement, the grant of the Options to the Employees Grantees and aforesaid cancellation of the Options, the number of Shares available for future grant under the scheme mandate limit of the Share Option Scheme is 143,473 Shares.

GENERAL

Save as disclosed in this announcement, all other information set out in the Announcement remains unchanged.

By Order of the Board
GBA Holdings Limited
Ong Chor Wei

Chairman and Executive Director

Hong Kong, 27 August 2026

As at the date of this announcement, 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.