

**TO BE VALID, THE WHOLE OF THIS PROVISIONAL ALLOTMENT LETTER MUST BE RETURNED.**

本暫定配額通知書必須整份交還，方為有效。

**IMPORTANT**

**重要提示**

Reference is made to the prospectus issued by GBA Holdings Limited (the “**Company**”) dated 28 August 2023 in relation to the Rights Issue (the “**Prospectus**”). Terms used herein shall have the same meanings defined in the Prospectus unless the context otherwise requires.

茲提述GBA集團有限公司(「**本公司**」)日期為2023年8月28日就供股刊登之供股章程(「**供股章程**」)。除文義另有所指外，本文件所採用詞彙與供股章程所界定者具有相同涵義。

**THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON MONDAY, 11 SEPTEMBER 2023 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION” IN THE ENCLOSED SHEET). THIS PAL SHOULD BE READ IN CONJUNCTION WITH THE PROSPECTUS.**

此乃有價值及可轉讓之暫定配額通知書(「**暫定配額通知書**」)，並須閣下即時處理。本暫定配額通知書所載之要約將於2023年9月11日(星期一)下午四時正(或於惡劣天氣及／或極端情況下，則於附頁「**惡劣天氣或極端情況對接納供股股份及繳付股款以及申請的最後時限的影響**」一段所述之有關較後日期或時間)屆滿。本暫定配額通知書應與供股章程一併閱讀。

**IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES IN THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER(S).**

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問或閣下如已出售或轉讓閣下於本公司之全部或部分股份，應諮詢閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed “13. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus, has been registered by the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited, and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

各章程文件連同供股章程附錄三內「13.送呈香港公司註冊處處長之文件」一段所列明的文件已根據香港法例第32章公司(清盤及雜項條文)條例第342C條送呈香港公司註冊處處長登記。香港公司註冊處處長、香港聯合交易所有限公司及香港證券及期貨事務監察委員會概不對任何章程文件的內容承擔任何責任。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance on the whole or any part of the contents of this PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your stockbroker or licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of the settlement arrangements and how such arrangements may affect your rights and interests.

買賣股份及未繳股款及繳足股款供股股份可透過香港結算設立及營運之中央結算系統進行交收，而閣下應諮詢閣下之股票經紀或持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情以及有關該等安排對閣下之權利與權益可能構成之影響。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲批准於聯交所上市及買賣，並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自於聯交所開始買賣日期(或香港結算釐定的其他日期)起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行的交易須於其後第二個交收日於中央結算系統內進行交收。於中央結算系統進行的一切活動均須依據不時生效的中央結算系統一般規則及中央結算系統運作程序規則進行。



Form A  
表格甲

Hong Kong branch share registrar  
and transfer office:

Tricor Tengis Limited  
17th Floor, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

香港股份過戶登記分處：  
卓佳登捷時有限公司  
香港  
夏慤道16號  
遠東金融中心17樓



GBA HOLDINGS LIMITED

GBA集團有限公司

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)  
(Stock Code 股份代號: 00261)

RIGHTS ISSUE ON THE BASIS OF  
FOUR (4) RIGHTS SHARES FOR EVERY FIVE (5) SHARES  
HELD ON RECORD DATE  
ON A BEST EFFORT AND NON-FULLY UNDERWRITTEN BASIS  
AT THE SUBSCRIPTION PRICE OF HK\$0.12 PER RIGHTS SHARE  
按盡力基準及非悉數包銷基準  
按於記錄日期每持有五(5)股股份  
獲發四(4)股供股股份的基準以每股供股股份0.12港元之認購價進行  
供股

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN  
4:00 P.M. ON MONDAY, 11 SEPTEMBER 2023  
股款須不遲於2023年9月11日(星期一)下午四時正前接納時繳足

PROVISIONAL ALLOTMENT LETTER  
暫定配額通知書

Registered Office:  
註冊辦事處：  
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

總辦事處及香港主要營業  
地點：  
香港  
銅鑼灣  
禮頓道77號  
禮頓中心  
14樓1415室

28 August 2023  
2023年8月28日

Name(s) and address of the Qualifying Shareholder(s)  
合資格股東之姓名及地址

Provisional Allotment Letter No.  
暫定配額通知書編號

Number of Shares registered in your name(s) on Friday, 25 August 2023  
於2023年8月25日(星期五)以閣下名義登記之股份數目

BOX A  
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance  
by no later than 4:00 p.m. on Monday, 11 September 2023  
閣下獲暫定配發之供股股份數目，股款須不遲於2023年9月11日(星期一)下午四時正前  
接納時全數繳足

BOX B  
乙欄

Total subscription monies payable in full upon acceptance  
於接納時應全數繳足之認購股款總額

BOX C  
丙欄

Name of bank on which cheque/bank cashier's order is drawn:  
支票/銀行本票之付款銀行名稱：

Cheque/bank cashier's order number:  
支票/銀行本票號碼：

Contact Telephone no.:  
聯絡電話號碼：



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TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS ORIGINAL PAL INTACT IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED HEREIN WITH THE COMPANY'S HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE, TRICOR TENGIS LIMITED AT 17/F, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY NO LATER THAN 4:00 P.M. ON MONDAY, 11 SEPTEMBER 2023 (OR SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION" IN THE ENCLOSED SHEET). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BY BANK CASHIER'S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "GBA HOLDINGS LTD — PROVISIONAL ALLOTMENT ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

The Rights Issue is subject to the fulfilment of the conditions set out under the section headed "Letter from the Board — Rights Issue — Conditions of the completion of the Rights Issue and the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreements)" in the Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Tuesday, 19 September 2023). Other than conditions (vii), (viii) and (xiii) as set out in the aforementioned section of the Prospectus which can be waived in whole or in part by the Underwriter by notice in writing to the Company prior to the Latest Time for Termination, none of the conditions of the Rights Issue can be waived. The Underwriting Agreement also contains provisions entitling the Underwriter to terminate the obligations of the Underwriter thereunder on the occurrence of certain events as set out in the section headed "Termination of the Underwriting Agreement" of the Prospectus. If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed. Under such circumstances, the remittance received in respect of application for the Rights Shares will be returned to you or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at your own risk to your registered address on or before Friday, 22 September 2023.

The Rights Issue is only underwritten on a best effort basis and is not on a fully underwritten basis. Pursuant to the Company's constitutional documents and the Companies Act, there are no requirements for minimum levels of subscription in respect of the Rights Issue.

**Dealings in the Rights Shares in the nil-paid form on the Stock Exchange will take place from Wednesday, 30 August 2023 to Wednesday, 6 September 2023 (both days inclusive). Any Shareholders or other persons dealing in the Shares or in the Rights Shares in the nil-paid form up to the date on which all conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases), will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. If the Rights Issue fails to proceed, the subscription monies received will be returned to the applicants by cheques without interest by ordinary post to their registered addresses at the risk of such persons. Any Shareholders or other persons contemplating transferring, selling or purchasing Shares and/or Rights Shares in the nil-paid form during such periods are recommended to consult their professional advisers.**

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

閣下如欲全數接納本暫定配額通知書所指定之供股股份暫定配額，須依照當中印備之指示，將暫定配額通知書整份正本連同下列丙欄所示全部港元款額之股款，在不遲於2023年9月11日(星期一)下午四時正前(或載於附頁「惡劣天氣或極端情況對接納供股股份及繳付股款以及申請的最後時限的影響」一段所述之較後時間及/或日期)交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港夏慤道16號遠東金融中心17樓。所有股款必須以港元繳付，支票須由香港持牌銀行之賬戶開出，或銀行本票則須由香港持牌銀行發出，兩者均須註明抬頭人為「GBA HOLDINGS LTD — PROVISIONAL ALLOTMENT ACCOUNT」，並須以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆之指示載於附頁。本公司將不會就該等股款發出收據。

供股須待供股章程「董事會函件 — 供股 — 完成供股及包銷協議(經補充包銷協議修訂及補充)的條件」一節所載的條件於供股成為無條件的最後期限(目前預期為2023年9月19日(星期二)下午四時正)或之前達成後，方可作實。除供股章程上述章節所載第(vii)、(viii)及(xiii)項條件可由包銷商於最後終止時限前向本公司發出書面通知全部或部分豁免外，供股條件概不得豁免。包銷協議亦載有條款，賦予包銷商權利在發生供股章程「終止包銷協議」一節所載若干事件後終止包銷商於包銷協議下的責任。倘供股條件未能於供股成為無條件的最後期限或之前達成，供股將不會進行。在有關情況下，就申請供股股份已收取之股款將於2023年9月22日(星期五)或之前以支票退還(不計利息)予閣下或(倘為聯名申請人)名列首位之人士，有關支票將以平郵方式寄送至閣下之登記地址，郵誤風險概由閣下自行承擔。

供股僅按盡力原則進行包銷，而非悉數包銷。根據本公司的章程文件及公司法，並無規定供股的最低認購水平。

未繳股款供股股份將於2023年8月30日(星期三)至2023年9月6日(星期三)(包括首尾兩天)進行買賣。任何股東或其他人士於供股全部條件獲達成當日前買賣股份或於直至供股所有條件獲達成當日(及包銷商終止包銷協議之權利終止當日)為止之期間以未繳股款方式買賣供股股份，須相應承擔供股可能不會成為無條件或可能不會進行之風險。倘供股未能進行，則所收取之認購股款將不計利息以支票退還予申請人，退款支票將以平郵寄發至有關人士之登記地址，郵誤風險概由彼等自行承擔。任何股東或其他人士如欲於該期間內轉讓、出售或購買股份及/或未繳股款供股股份，應諮詢彼等之專業顧問。

接納本暫定配額通知書所訂明之暫定配額之每位人士均確認其已閱讀所附文件及供股章程所載之條款及條件以及接納手續，並同意受其約束。

**A SEPARATE CHEQUE OR BANK CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION**

**NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

每份申請須隨附一張獨立開出之支票或銀行本票

本公司將不就股款另發收據

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IN THE EVENT OF A TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS PROVISIONAL ALLOTMENT LETTER.

如轉讓供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。在登記轉讓本暫定配額通知書所代表之認購供股股份之權利前，須出示已繳付香港從價印花稅之證明。

Form B  
表格乙

## FORM OF TRANSFER AND NOMINATION

### 轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein)  
(只供擬轉讓其／彼等全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors  
GBA Holdings Limited  
致： GBA集團有限公司  
列位董事台照

Dear Sir/Madam,  
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below. I/We have read the conditions and procedures for transfer set out in the enclosed sheet and agree to be bound thereby.

敬啟者：  
本人／吾等謹將本暫定配額通知書所列本人／吾等之供股股份之認購權全數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。本人／吾等已細閱附頁所載各項條件及轉讓手續，並同意受其約束。

1 \_\_\_\_\_ 2 \_\_\_\_\_ 3 \_\_\_\_\_ 4 \_\_\_\_\_

Signature(s) of Qualifying Shareholder(s) (all joint Qualifying Shareholders must sign)  
合資格股東簽署(所有聯名合資格股東均須簽署)

Date: \_\_\_\_\_ 2023

日期：2023年\_\_\_\_\_月\_\_\_\_\_日

NOTE: Hong Kong stamp duty of HK\$5.00 and ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.

附註：有關轉讓 閣下之供股股份認購權須繳付香港印花稅5.00港元及從價印花稅。

Form C  
表格丙

## REGISTRATION APPLICATION FORM

### 登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares are being transferred)  
(僅供已獲轉讓供股股份認購權之人士填寫及簽署)

To: The Directors  
GBA Holdings Limited  
致： GBA集團有限公司  
列位董事台照

Dear Sir/Madam,  
I/We request you to register the number of the Rights Shares mentioned in Box B on Form A in my/our name(s) and I/we agree to accept the same upon and subject to the terms set out in this PAL and the accompanying Prospectus and subject to the memorandum of association and bye-laws of the Company. I/We have read the conditions and procedures for application set out in the enclosed sheet and agree to be bound thereby.

敬啟者：  
本人／吾等謹請 閣下將表格甲內乙欄所列之供股股份數目，登記於本人／吾等名下，本人／吾等同意按照本暫定配額通知書及隨付的供股章程所載條款，以及在 貴公司之組織章程大綱及細則的規限下，接納此等供股股份。本人／吾等已細閱附頁所載各項條件及申請手續，並同意受其約束。

To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only.

請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址

For Chinese applicant(s), please provide your name(s) in both English and Chinese.

中國籍申請人請同時填寫中英姓名。

Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名
Name(s) of Joint Applicants in English (if applicable) 聯名申請人英文姓名(如有)			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人只須填報排名首位之申請人地址)			
Occupation 職業			Tel. No. 電話號碼
Dividend Instructions 股息指示			
Name & Address of Bank 銀行名稱及地址			Bank Account No. 銀行賬戶號碼

1 \_\_\_\_\_ 2 \_\_\_\_\_ 3 \_\_\_\_\_ 4 \_\_\_\_\_

Signature(s) of applicant(s) (all joint applicants must sign)  
申請人簽署(所有聯名申請人均須簽署)

Date: \_\_\_\_\_ 2023

日期：2023年\_\_\_\_\_月\_\_\_\_\_日

NOTE: Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.

附註：有關轉讓 閣下之供股股份認購權須繳付香港從價印花稅。





## GBA HOLDINGS LIMITED

### GBA集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00261)

28 August 2023

Dear Qualifying Shareholder(s),

Reference is made to the prospectus of GBA Holdings Limited dated 28 August 2023 (the “**Prospectus**”) in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein, unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you the number of Rights Shares on the basis of four (4) Rights Shares for every five (5) Shares registered in your name on the register of members of the Company as at the Record Date (i.e. Friday, 25 August 2023) at a subscription price of HK\$0.12 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A on Form A and the number of Rights Shares provisionally allotted to you is set out in Box B on Form A.

Documents issued in connection with the Rights Issue have not been registered or filed under or conformed to any applicable securities legislation of any jurisdictions other than Hong Kong. No action has been taken in any territory or jurisdiction outside Hong Kong, to permit the offering of the Rights Shares or the distribution of any documents in connection with the Rights Issue. No person receiving the Prospectus or the PAL in any territory or jurisdiction outside Hong Kong may treat this as an offer or an invitation to apply for Rights Shares, unless in the relevant territory or jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of anyone outside Hong Kong wishing to make an application for Rights Shares to satisfy himself/herself/itself/themselves as to the observance of the laws and regulations of all relevant territories and jurisdictions, including the obtaining of any governmental or other consents and to pay any taxes and duties. The Company will not be responsible for verifying the legal qualification of such Overseas Shareholder and/or resident in such territory or jurisdiction. Thus, should the Company suffer any losses or damages due to non-compliance with the relevant laws of such territory or jurisdiction by any such Overseas Shareholder and/or resident, the Overseas Shareholder and/or resident shall be responsible to compensate the Company for the same. The Company shall not be obliged to issue the nil-paid Rights Shares or fully-paid Rights Shares to any such Overseas Shareholder and/or resident, if at the Company’s absolute discretion issuing the nil-paid Rights Shares or fully-paid Rights Shares to them does not comply with the relevant laws of such territory or jurisdiction.

The Company reserves the right to refuse to accept any application for Rights Shares if it believes, or has reason to believe, that such acceptance would violate the applicable securities or other laws or regulations of any territory. No application for Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder (if any).

The Rights Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Rights Shares, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

#### **PROCEDURES FOR ACCEPTANCE**

To take up your provisional allotment of the Rights Shares in full, you must lodge the whole of the original PAL intact with the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong (the “**Registrar**”) together with a remittance for the full amount payable on acceptance, as set out in Box C on Form A, so as to be received by no later than 4:00 p.m. on Monday, 11 September 2023 (or, under bad weather or extreme conditions, such later time and/or date as mentioned in the paragraph headed “Effect of bad weather or extreme conditions on the Latest Time for Acceptance and payment for the Rights Shares and for application” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by bank cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “**GBA HOLDINGS LTD — PROVISIONAL ALLOTMENT ACCOUNT**” and crossed “**Account Payee Only**”. Such payment will constitute acceptance of the provisional allotment of the Rights Shares on the terms of the PAL and the Prospectus and subject to the memorandum of association and bye-laws of the Company. No receipt will be given for such remittances.



It should be noted that unless the PAL, together with the appropriate remittance for the amount shown in Box C on Form A, has been physically received as described above by no later than 4:00 p.m. on Monday, 11 September 2023 (or, under bad weather or extreme conditions, such later time and/or date as mentioned in the paragraph headed “Effect of bad weather or extreme conditions on the Latest Time for Acceptance and payment for the Rights Shares and for application” below) whether from the original allottee and/or any person in whose favour the rights have been validly transferred, the provisional allotment of the Rights Shares and all rights under the PAL will be deemed to have been declined and will be cancelled. The Company is not obliged to but may, at its sole and absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions in the PAL. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

**Completion and return of the PAL will be deemed to constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant territories and jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, fully complied with. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited, will give or is subject to the above representation and warranty.**

#### **EXCESS RIGHTS SHARES**

No application for excess Rights Shares will be offered to Qualifying Shareholders.

#### **TRANSFER**

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the “Form of transfer and nomination” (Form B) and hand this PAL to the transferee(s) or through whom you are transferring your rights. The transferee(s) must then complete and sign the “Registration application form” (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, so as to be received by the Registrar by not later than 4:00 p.m. on Monday, 11 September 2023 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed “Effect of bad weather or extreme conditions on the Latest Time for Acceptance and payment for the Rights Shares and for application” below). All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or bank cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**GBA HOLDINGS LTD — PROVISIONAL ALLOTMENT ACCOUNT**” and crossed “**Account Payee Only**”. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

#### **SPLITTING**

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Friday, 1 September 2023 with the Registrar, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel this original PAL and issue new PAL(s) in the denominations required which will be available for collection at the Registrar, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of this original PAL(s).

#### **CONDITIONS OF THE RIGHTS ISSUE AND TERMINATION OF THE UNDERWRITING AGREEMENT**

The Rights Issue is conditional upon the fulfilment of the condition set out under the section headed “Letter from the Board — The Underwriting Agreement — Conditions of the completion of the Rights Issue and the Underwriting Agreement (as amended and supplemented by the Supplemental Underwriting Agreements)” in the Prospectus. If any of the conditions of the completion of the Rights Issue is not fulfilled, the Rights Issue will not proceed.

The Underwriting Agreement contains provisions entitling the Underwriter to terminate the Underwriting Agreement prior to the Latest Time for Termination (i.e. 4:00 p.m. on Tuesday, 19 September 2023) in accordance with the terms thereof on the occurrence of certain event as set out under the section headed “Termination of the Underwriting Agreement” in the Prospectus. If the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the Rights Issue will not proceed.





## CHEQUES AND BANK CASHIER'S ORDERS



All cheques or bank cashier's orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a bank cashier's order, whether by a Qualifying Shareholder or by any nominated transferee(s) to whom the rights to subscribe for the Rights Shares have been validly transferred, will constitute a warranty by such applicant that the cheque or the bank cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or bank cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. No receipt will be issued in respect of any PAL and/or relevant remittance received.

## SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be despatched on Friday, 22 September 2023 to you by ordinary post at your own risk. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares in fully-paid form allotted and issued to you.

If the Underwriter exercises the right to terminate or rescind the Underwriting Agreement and/or if the condition of the Rights Issue is not fulfilled and thus, the Rights Issue does not proceed, the remittance received in respect of the acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses on or before Friday, 22 September 2023.

## FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number) and will be sold by the Company in the open market for its own benefit if a premium (net of expenses) can be obtained. No odd-lot matching services will be provided.

## EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION

The Latest Time for Acceptance and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by super typhoons which is announced by the Government of Hong Kong, or a "black" rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance and payment for the Rights Shares will be extended to 4:00 p.m. on the next Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance and payment for the Rights Shares are postponed in accordance with the foregoing, the dates of the events subsequent to the Latest Time for Acceptance mentioned in this section may be affected. An announcement will be made as soon as practicable by the Company in such event.

## GENERAL

Lodgement of the PAL with, where relevant, the Form of Transfer (Form B) purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or certificates for the Shares.

The PAL and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, Hong Kong laws.

Further copies of the Prospectus giving details of the Rights Issue are available from the Registrar, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong during normal business hours.





By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “PDPO”) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the PDPO, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its head office and principal place of business in Hong Kong at Room 1415, 14/F., Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for the attention of Privacy Compliance Officer.

By order of the Board  
**GBA HOLDINGS LIMITED**  
**Ong Chor Wei**  
*Chairman and Executive Director*

Sample







## GBA HOLDINGS LIMITED

### GBA集團有限公司

(於百慕達註冊成立之有限公司)

(股份代號：00261)

敬啟者：

茲提述GBA集團有限公司日期為2023年8月28日有關供股之供股章程(「供股章程」)。除文義另有所指外，董事已按在記錄日期(即2023年8月25日(星期五))在本公司股東名冊登記於閣下名下每五(5)股股份可獲發四(4)股供股股份之基準，按每股供股股份0.12港元之認購價向閣下暫定配發供股股份數目。閣下於記錄日期持有之股份數目列於表格甲的甲欄，而閣下獲暫定配發之供股股份數目列於表格甲的乙欄。

就供股而刊發之文件並無根據或遵從香港以外任何司法權區之任何適用證券法例登記或存案。在香港以外任何地區或司法權區亦無採取任何行動以批准提呈發售供股股份或派發就供股而刊發之任何文件。於香港以外任何地區或司法權區接獲供股章程或暫定配額通知書之任何人士，概不得將之視為申請供股股份之要約或邀請，除非於有關地區或司法權區可在毋須遵照任何登記或其他法律或監管規定之情況下合法提出該項要約或邀請。位於香港以外之任何人士如欲為其本身申請供股股份，則有責任確保已就此遵守所有有關地區及司法權區之法律及法規，包括取得任何政府或其他同意，並就此繳納任何稅項及徵稅。本公司將不會負責核實該海外股東及／或居民於有關地區或司法權區之法律資格。因此，倘本公司因任何有關海外股東及／或居民未有遵從有關地區或司法權區之相關法律而蒙受任何損失或損害，該海外股東及／或居民須負責就此向本公司作出賠償。倘本公司全權酌情認為向任何有關海外股東及／或居民發行未繳股款之供股股份或繳足股款之供股股份不符合有關地區或司法權區之相關法律，則本公司並無義務向其發行未繳股款之供股股份或繳足股款之供股股份。

倘本公司相信或有理由相信接納任何供股股份申請將違反任何地區適用之證券或其他法律或法規，則會保留拒絕接納該申請之權利。任何不合資格股東(如有)提出之供股股份申請一概不獲受理。

供股股份一經配發及發行，將與配發及發行供股股份當日之已發行股份在各方面享有同等權利，包括收取可能於有關日期或之後所宣派、作出或派付之一切股息及分派之權利。

#### 接納手續

閣下如欲全數接納供股股份暫定配額，須將暫定配額通知書整份正本連同表格甲的丙欄所示須於接納時繳付之全部股款，在不遲於2023年9月11日(星期一)下午四時正前(或在惡劣天氣或極端情況下，載於下文「惡劣天氣或極端情況對接納供股股份及繳付股款以及申請的最後時限的影響」一段所述之較後時間及／或日期)交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港夏慤道16號遠東金融中心17樓(「過戶處」)。所有股款必須以港元繳付，支票須由香港持牌銀行之賬戶開出，或銀行本票則須由香港持牌銀行發出，兩者均須註明抬頭人為「**GBA HOLDINGS LTD — PROVISIONAL ALLOTMENT ACCOUNT**」，並須以「**只准入抬頭人賬戶**」劃線方式開出。閣下繳付股款後即表示按照暫定配額通知書與供股章程之條款，並在本公司之組織章程大綱及細則之規限下接納供股股份暫定配額。本公司將不會就該等股款發出收據。

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務請注意，除非暫定配額通知書連同表格甲的丙欄所示之適用應繳股款在不遲於2023年9月11日(星期一)下午四時正前(或在惡劣天氣或極端情況下，載於下文「惡劣天氣或極端情況對接納供股股份及繳付股款以及申請的最後時限的影響」一段所述之較後時間及／或日期)由原獲配發人及／或任何有效承讓權利之人士按上文所述實質交回，否則供股股份暫定配額及暫定配額通知書項下一切權利將視為予以放棄並將予以註銷。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥，本公司無需但可全權酌情決定視暫定配額通知書為有效，並使遞交暫定配額通知書之人士或其代表受其約束。本公司可要求有關未填妥之暫定配額通知書申請人於稍後填妥有關表格。

填妥及交回暫定配額通知書將構成有關人士向本公司作出保證及聲明，其已經或將會就暫定配額通知書及其任何接納妥為遵守香港以外所有相關司法權區之一切登記、法律及監管規定。本公司保留權利在其相信接納任何供股股份認購申請將觸犯任何司法權區之適用證券法例或其他法律或規例之情況下，拒絕接納有關認購申請。為免生疑問，香港結算或香港中央結算(代理人)有限公司將概不受任何上述聲明或保證規限。

## 額外供股股份

合資格股東將不會獲提呈申請額外供股股份。

## 轉讓

閣下如欲轉讓根據本暫定配額通知書暫定配發予閣下之供股股份之全部認購權，須填妥及簽署「轉讓及提名表格」(表格乙)並將本暫定配額通知書交予承讓人或接納閣下轉讓權利之人士。承讓人須填妥及簽署「登記申請表格」(表格丙)，並將整份本暫定配額通知書連同表格甲內丙欄所載於接納時應繳之全數股款，不遲於2023年9月11日(星期一)下午四時正(或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣或極端情況對接納供股股份及繳付股款以及申請的最後時限的影響」一段所述之較後時間及／或日期)送達過戶處卓佳登捷時有限公司(地址為香港夏慤道16號遠東金融中心17樓)並獲過戶處收訖。所有股款須以港元繳付，並以由香港持牌銀行賬戶開出之支票或由香港持牌銀行發出之銀行本票支付，註明抬頭人為「GBA HOLDINGS LTD — PROVISIONAL ALLOTMENT ACCOUNT」，並劃線註明「只准入抬頭人賬戶」。謹請注意，轉讓閣下認購有關供股股份之權利予承讓人及承讓人接納該等權利須繳付香港印花稅。

## 分拆

閣下如僅欲接納閣下之部分暫定配額，或轉讓根據本暫定配額通知書暫定配發予閣下之供股股份之部分認購權，或向超過一名人士轉讓閣下全部或部分權利，則閣下須不遲於2023年9月1日(星期五)下午四時三十分將原暫定配額通知書送達過戶處卓佳登捷時有限公司(地址為香港夏慤道16號遠東金融中心17樓)予以註銷，而過戶處將註銷原有暫定配額通知書及按所要求之數目發出新暫定配額通知書，新暫定配額通知書可於交回原有暫定配額通知書後第二個營業日上午九時正後於過戶處卓佳登捷時有限公司(地址為香港夏慤道16號遠東金融中心17樓)領取。

## 供股條件及終止包銷協議

供股須待供股章程「董事會函件 — 供股 — 完成供股及包銷協議(經補充包銷協議修訂及補充)的條件」一節項下所載之條件獲達成後，方可作實。倘供股完成之條件未有達成，則不會進行供股。

包銷協議載有條文賦予包銷商權利在供股章程「終止包銷協議」一節項下所述發生若干事件之情況下，於最後終止時限(即2023年9月19日(星期二)下午四時正)前根據包銷協議之條款終止包銷協議。倘若包銷協議並未成為無條件或倘包銷協議根據其項下之條款被終止，則不會進行供股。

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所有支票及銀行本票將於收訖後隨即過戶，而自有關股款產生之所有利息(如有)將全部撥歸本公司所有。填妥並交回暫定配額通知書連同支付供股股份股款之支票或銀行本票(不論由合資格股東或已獲有效轉讓供股股份認購權的任何獲提名承讓人交回)，即表示有關申請人保證支票或銀行本票將於首次過戶時獲兌現。倘支票或銀行本票於首次過戶時未能兌現，在不影響本公司之其他權利之情況下，本公司保留拒絕受理任何暫定配額通知書之權利，且於該情況下，供股股份之有關暫定配額及其項下之一切權利及配額將視作已遭放棄而被註銷。概不會就所接獲之任何暫定配額通知書及／或相關股款發出收據。

### 供股之股票及退款支票

待達成供股的條件，預期繳足股款供股股份的股票將於2023年9月22日(星期五)或之前以平郵寄發予閣下，惟郵誤風險概由閣下自行承擔。除香港中央結算(代理人)有限公司外，閣下將會就配發及發行予閣下之所有供股股份(均為繳足股款)獲發一張股票。

倘包銷商行使權利終止或撤回包銷協議及／或倘供股之條件未有達成，導致供股不會進行，就接納供股股份所收取的股款將於2023年9月22日(星期五)或之前不計利息以支票方式退還予合資格股東或獲有效轉讓未繳股款供股股份的其他人士(或倘為聯名申請人，則為名列首位人士)，支票將以平郵方式寄往該等合資格股東或其他有關人士的登記地址，郵誤風險概由彼等承擔。

### 零碎配額

本公司將不會暫定配發供股股份的零碎部分。所有供股股份的零碎部分將會加總(並向下約整至最接近整數)，且倘可獲得溢價(扣除開支後)，本公司為其本身利益將會於公開市場上出售。概不會提供碎股對盤服務。

### 惡劣天氣或極端情況對接納供股股份及繳付股款以及申請的最後時限的影響

倘在下列時間發出八號或以上的熱帶氣旋警告信號，或出現香港政府公佈的超強颱風造成的「極端情況」，或在下列時間發出「黑色」暴雨警告，則供股股份的最後接納及繳款時間將不會作實：

- (i) 於最後接納時限當天的中午十二時正前的任何本地時間在香港生效，且在中午十二時正後不再生效，供股股份之最後接納時限及繳款的最後時間將延長至同一營業日的下午五時正；或
- (ii) 於最後接納時限當日中午十二時正至下午四時正期間任何本地時間於香港生效，供股股份之最後接納時限及繳款的最後時間將延長至下一個營業日下午四時正，而該營業日在上午九時正至下午四時正之間的任何時間沒有上述任何警告生效。

倘供股股份之最後接納時限及繳款的最後時間按照上述規定推遲，本節所述的最後接納時限之後的事件日期可能會受到影響。在此情況下，本公司將在可行的情況下盡快刊發公告。

### 一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書人士所簽署之「轉讓及提名表格」(表格乙)一經交回，即確證交回之人士之所有權及有權處理本暫定配額通知書及收取分拆配額函件及／或有關股份之股票。

本暫定配額通知書及所有接納其中所載之要約均須受香港法例規管，並按其詮釋。

載述供股詳情之供股章程之額外副本，於一般辦公時間內在過戶處卓佳登捷時有限公司(地址為香港夏慤道16號遠東金融中心17樓)可供索取。

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## 收集個人資料 — 暫定配額通知書

填妥、簽署及交回本暫定配額通知書隨附表格，即表示閣下同意向本公司、過戶處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納供股股份暫定配額之人士之任何資料。香港法例第486章個人資料(私隱)條例(「私隱條例」)賦予證券持有人權利，可確定本公司或過戶處是否持有其個人資料、索取有關資料之副本及更正任何不準確資料。根據個人資料(私隱)條例，本公司及過戶處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息之所有要求，應寄往本公司之總辦事處及香港主要營業地點(地址為香港銅鑼灣禮頓道77號禮頓中心14樓1415室)或根據適用法例不時通知之地址，交予本公司的公司秘書；或(視情況而定)寄往過戶處卓佳登捷時有限公司(地址為香港夏慤道16號遠東金融中心17樓)，交予私隱條例事務主任。

此 致

列位合資格股東 台照

承董事會命  
GBA集團有限公司  
主席兼執行董事  
王祖偉

2023年8月28日

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