HKEX
香 港 交 易 所

Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 March 2025

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: GBA Holdings Limited

Date Submitted: 02 April 2025

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00261	Description				

	Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month	75,000,000,000	HKD	0.04	HKD	3,000,000,000
Increase / decrease (-)	-60,000,000,000			HKD	
Balance at close of the month	15,000,000,000	HKD	0.2	HKD	3,000,000,000

Total authorised/registered share capital at the end of the month: HKD 3,000,000,000

Remarks:

The Share Consolidation is on the basis that every 5 existing shares of par value of HK$0.04 each in the issued share capital be consolidated into 1 Consolidated Share of par value of HK$0.2.
After the Share Consolidation become effective, the issued share capital of the Company of HK$46,566,946.40 divided into 232,834,732 Consolidated Shares.

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00261	Description				

	Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares
Balance at close of preceding month	1,164,173,660	0	1,164,173,660
Increase / decrease (-)	-931,338,928		
Balance at close of the month	232,834,732	0	232,834,732

Remarks:

The Share Consolidation is on the basis that every 5 existing shares of par value of HK$0.04 each in the issued share capital be consolidated into 1 Consolidated Share of par value of HK$0.2.
After the Share Consolidation become effective, the issued share capital of the Company of HK$46,566,946.40 divided into 232,834,732 Consolidated Shares.

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes
Stock code (if listed)	00261	Description			

Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month	Number of share options outstanding at close of the month	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month
1).	2011 Share Option Scheme was approved at Annual General Meeting ("AGM") on 27 May 2011 and expired on 26 May 2021							
General Meeting approval date (if applicable) 27 May 2021								
2).	(Under 2011 Share Option Scheme) Date of Grant: 17/1/2014 Exercise price: HK$0.1 per share) Exercise period: 17/1/2014-16/1/2024							
General Meeting approval date (if applicable)								
3).	(Under 2011 Share Option Scheme) Date of Grant: 18/1/2017 Excise price:HK$0.11 per share Exercise period: 18/1/2017-17/1/2027							
General Meeting approval date (if applicable)								
4).	(Under 2011 Share Option Scheme) Date of Grant: 25/1/2018 Exercise price: HK$0.01 per share Exercise period: 25/1/2018-24/1/2028							
General Meeting approval date (if applicable)								
5).	(Under 2011 Share Option Scheme) Date of Grant: 25/1/2019 Exercise price: HK$0.01 per							

	share Exercise period: 25/1/2019-24/1/2029								
General Meeting approval date (if applicable)									
6).	2021 Share Option Scheme was approved at AGM 23 June 2021								
General Meeting approval date (if applicable)	23 June 2021								
7).	(Under 2021 Share Option Scheme) Date of Grant: 26/1/2024 Exercise price: HK$0.152 per share Exercise period: 26/1/2024-25/1/2034	45,000,000	Others	-36,000,000	9,000,000			9,000,000	9,000,000
General Meeting approval date (if applicable)									

Increase in issued shares (excluding treasury shares): ______ Ordinary shares (AA1)

Decrease in treasury shares: ______ Ordinary shares (AA2)

Total funds raised during the month from exercise of options: HKD 0

Remarks:

the Company has outstanding Share Options entitling the holders thereof to subscribe for 45,000,000 Existing Shares under the share option scheme. After the Share Consolidation becoming effective and after adjustment, the Share Options shall entitle holders thereof to subscribe for 9,000,000 Consolidated Shares.

(B). Warrants to Issue Shares of the Issuer	Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes) Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes
Stock code (if listed)	00261	Description			

Events		At price (if applicable)		Date of event (Note 2)	General Meeting approval date (if applicable)	Increase/ decrease (-) in issued shares (excluding treasury shares) during the month pursuant thereto (E1)	Increase/ decrease (-) in treasury shares during the month pursuant thereto (E2)	Number of shares redeemed or repurchased for cancellation but not yet cancelled as at close of the month (Note 3)
		Currency	Amount					
1).	Share Consolidation			24 February 2025	17 March 2025	-9,313,389,288		

Increase/ decrease (-) in issued shares (excluding treasury shares): -9,313,389,288 Ordinary shares (EE1)

Increase/ decrease (-) in treasury shares: Ordinary shares (EE2)

Remarks:

The Share Consolidation is on the basis that every 5 existing shares of par value of HK$0.04 each in the issued share capital be consolidated into 1 Consolidated Share of par value of HK$0.2. After the Share Consolidation become effective, the issued share capital of the Company of HK$46,566,946.40 divided into 232,834,732 Consolidated Shares.

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1): -9,313,389,288 Ordinary shares

Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2): Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

(i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares has been received by it;

(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;

(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv) all the securities of each class are in all respects identical (Note 5);

(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with all other legal requirements;

(vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue, sale or transfer;

(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Ong Chor Wei

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.

2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".

   In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".

3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.

4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.

5. “Identical” means in this context:

   - the securities are of the same nominal value with the same amount called up or paid up;
   - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
   - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.