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**GUANGDONG – HONG KONG GREATER BAY AREA
HOLDINGS LIMITED**

粵 港 灣 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1396)

**PROPOSED ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This announcement is made by Guangdong – Hong Kong Greater Bay Area Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing memorandum of association and articles of association of the Company (the “**Existing M&A**”) by adopting a new set of memorandum of association and articles of association of the Company (the “**New M&A**”) in substitution for and to the exclusion to the Existing M&A in order to, among other things, permit the Company to (i) hold hybrid general meetings and electronic general meetings; (ii) bring the Existing M&A in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular, the Core Shareholder Protection Standards in the updated Appendix 3 to the Listing Rules with effect from 1 January 2022; and (iii) incorporate certain housekeeping amendments (collectively the “**Proposed Amendments**”).

The major proposed amendments in the New M&A are summarised as follows:

1. to provide for shareholders right to speak and vote at a general meeting except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
2. to allow all general meetings of the Company to be held by means of telephone, electronic or other communication facilities;
3. to provide for shareholders right to appoint, remove and fix the remuneration of the auditor of the Company;

4. to provide for shareholders right to voluntarily wind up the Company; and
5. other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments are subject to consideration and approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company (the “**Annual General Meeting**”).

A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the New M&A when compared with the Existing M&A together with a notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

By order of the Board of
Guangdong – Hong Kong Greater Bay Area Holdings Limited
Chen Junyu
Co-Chairman and Executive Director

Hong Kong, 29 April 2022

As at the date of this announcement, the executive Directors are Mr. Chen Junyu, Mr. Yang Sanming, Mr. Cai Hongwen, Mr. Zeng Yunshu and Mr. Wang Dewen; the non-executive Director is Mr. Wong Choi Hing and the independent non-executive Directors are Mr. Lam Chi Yuen Nelson, Mr. Yue Zheng and Mr. Dai Yiyi.