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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)

**COMPLETION OF THE EXCHANGE OFFER
AND THE ISSUE OF THE NEW NOTES**

Reference is made to the announcements of the Company dated April 17, 2023 and April 26, 2023 (the “**Announcements**”). Unless otherwise defined, capitalized terms used herein have the same meanings as ascribed to them in the Announcements.

COMPLETION OF THE EXCHANGE OFFER

The Board is pleased to announce that on April 28, 2023, all conditions precedent to the Exchange Offer have been fulfilled, and the Exchange Offer has been completed.

Pursuant to the terms and conditions of the Exchange Offer, US\$75,000,000 of the outstanding May 2023 Notes and US\$287,819,000 of the outstanding October 2023 Notes were validly tendered for exchange and accepted by the Company. As a result, the Existing Notes validly tendered for exchange and accepted pursuant to the Exchange Offer will be cancelled. In exchange of the validly tendered Existing Notes, the Company has issued an aggregate principal amount of US\$413,578,609 of the New Notes (ISIN: XS2609459123; Common Code: 260945912) pursuant to the Exchange Offer. The New Notes bear interest from April 28, 2023 at 7.0% per annum, and will mature on April 28, 2026. The New Notes will be listed on the SGX-ST on or about May 2, 2023.

By Order of the Board
Guangdong – Hong Kong Greater Bay Area Holdings Limited
ZENG Yunshu
Chairman and Executive Director

Hong Kong, April 28, 2023

As at the date of this announcement, our executive Directors of the Company are Mr. Zeng Yunshu, Mr. Wong Choi Hing, Mr. Cai Hongwen, Mr. He Fei and Ms. Wei Haiyan and the independent non-executive directors of the Company are Mr. Guan Huanfei and Mr. Han Qinchun.