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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)

**APPOINTMENT OF DIRECTOR;
RE-DESIGNATION OF DIRECTOR;
CHANGE IN CHAIRMAN;
CHANGE IN COMPOSITION OF NOMINATION
COMMITTEE; AND
CHANGE OF AUTHORISED REPRESENTATIVE**

**APPOINTMENT OF DIRECTOR, CHAIRMAN OF THE BOARD, MEMBER OF
NOMINATION COMMITTEE AND AUTHORISED REPRESENTATIVE**

The board (the “**Board**”) of directors (the “**Directors**”, and each a “**Director**”) of Guangdong-Hong Kong Greater Bay Area Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Luo Jieping (“**Mr. Luo**”) has been appointed as an executive Director, the chairman of the Board, a member of the nomination committee of the Board (the “**Nomination Committee**”) and the authorised representative of the Company under Rule 3.05 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Authorised Representative**”), effective from 20 July 2023.

The biographical details of Mr. Luo are set out below:

Mr. Luo Jieping (羅介平), aged 41, has been appointed as an executive Director, the chairman of the Board, a member of the Nomination Committee and the Authorised Representative, effective from 20 July 2023. Mr. Luo graduated from Zhongnan University of Economics and Law with a Bachelor’s degree in Economics in June 2003, and obtained his Master of Laws degree from Wuhan University in June 2011. Mr. Luo joined the Communist Party of China in December 2000. Mr. Luo has been the vice general manager and the party member of Shenzhen Smart City Technology Development Group Co., Ltd. (深圳市智慧城市科技發展集團有限公司) since May 2021. Mr. Luo served as the director of the Office of Shenzhen Finance Bureau (Comprehensive Approval Department) from July 2019 to May 2021, and as the director of Shenzhen Finance Bureau Treasury Payment Center from November 2018 to July 2019. Mr. Luo had been the

director of the Electronic Tax Management Center of Shenzhen Local Taxation Bureau from February 2018 to November 2018, and served as the deputy director of the Electronic Tax Management Center of Shenzhen Local Taxation Bureau from July 2015 to February 2018. Mr. Luo successively served as a staff member, deputy chief staff member and chief staff member of the Office of Shenzhen Local Taxation Bureau from September 2005 to July 2015, and served as a staff member of the Comprehensive Department of Shenzhen Finance Bureau and a staff member of the Office of Shenzhen Finance Bureau from July 2003 to September 2005.

Mr. Luo is the son-in-law of Mr. Zeng Yunshu (“**Mr. Zeng**”), an executive Director, the chairman of the Board, a member of the Nomination Committee and the Authorised Representative (Mr. Zeng is re-designated to a non-executive Director with effect from 20 July 2023. Please refer to the section headed “Re-designation of Director” below in this announcement) and the controlling shareholder of the Company.

The Company has entered into a service agreement with Mr. Luo in relation to his appointment as an executive Director, the chairman of the Board, a member of the Nomination Committee and the Authorised Representative for a term of three years commencing on 20 July 2023, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Pursuant to the service agreement, Mr. Luo is entitled to receive an annual basic salary of RMB1,880,000 per annum, together with discretionary bonus, allowances and other incentives, which are determined by the Board with reference to his skills, experience, responsibilities with the Company and the current market conditions. The remuneration of Mr. Luo is subject to review by the remuneration committee of the Board from time to time.

As at the date of this announcement, save as disclosed above, Mr. Luo (i) has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications; (ii) has not had any relationship with any Directors, senior management, substantial or controlling shareholders of the Company (having the meaning ascribed to it in the Listing Rules); (iii) has not held any other position with the Group; and (iv) has not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this announcement, save as disclosed above, there is no other matter that needs to be brought to the attention of the holders of securities of the Company in connection with the appointment of Mr. Luo, nor is there any other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Luo in joining the Board.

RE-DESIGNATION OF DIRECTOR

The Board hereby announces that, Mr. Zeng is re-designated from an executive Director to a non-executive Director and resigns as the chairman of the Board, a member of the Nomination Committee and the Authorised Representative, effective from 20 July 2023.

The biographical details of Mr. Zeng are set out below:

Mr. Zeng Yunshu (曾雲樞), aged 70, Mr. Zeng had been appointed as the co-chairman of the Board, an executive Director, a member of the Nomination Committee and the Authorised Representative since October 2019 and resigned as the co-chairman of the Board in January 2022. From 27 June 2022 to 20 July 2023, Mr. Zeng served as the chairman of the Board. He has been engaged in business for over 20 years and is a senior economist. He has successfully established a number of enterprises with proven experience in property development and management. Mr. Zeng was the chairman of the board from January 2007 to November 2011 and an executive director from January 2007 to June 2012 of Hong Long Holdings Limited (now known as Suncity Group Holdings Limited) (stock code: 1383.hk). Mr. Zeng worked at Shenzhen Petrochemical Industry (Group) Co. Ltd. and domestically associated enterprise in Shenzhen in 1991. From 1981 to 1990, Mr. Zeng served at various departments of the Xingning and Meizhou municipal governments. Mr. Zeng was the Standing Committee Member of the Meizhou CPPCC, and currently holds positions at a number of organisations and associations, including vice president of Shenzhen Charity Federation, honorary president of Guangdong Hakka Chamber of Commerce, permanent honorary president of Shenzhen Ningjiang Cultural Promotion Association and permanent honorary president of Shenzhen Hongli Charitable Foundation. Mr. Zeng has received numerous honors, such as “Yiju Top 30 Real Estate Pioneers of Shenzhen” and “Gold Award for Personal Charitable Donations in Pengcheng”. As at the date of this announcement, Mr. Zeng is a director of each of Solid Wealth Holdings Limited, Ruixinhaide Holdings Limited and China Guangdong – Hong Kong Greater Bay Area Holdings Limited, each of which is a controlling shareholder of the Company.

Mr. Zeng is the father-in-law of Mr. Luo, who is appointed as an executive Director, the chairman of the Board, a member of the Nomination Committee and the Authorised Representative with effect from 20 July 2023. For details, please refer to the section headed “Appointment of Director, Chairman of the Board, Member of Nomination Committee and Authorised Representative” above in this announcement.

As at the date of this announcement, Mr. Zeng is deemed to be interested in 276,443,711 shares of the Company through Solid Wealth Holdings Limited, Ruixinhaide Holdings Limited and China Guangdong – Hong Kong Greater Bay Area Holdings Limited, representing approximately 60.93% of the issued shares of the Company.

In light of the re-designation of Mr. Zeng, on 19 July 2023, the original service agreement between Mr. Zeng as an executive Director was terminated and the Company has entered into a new letter of appointment with Mr. Zeng in relation to his appointment as a non-executive Director for a term of three years commencing on 20 July 2023, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, Mr. Zeng is entitled to receive an annual basic salary of RMB700,000 per annum, together with discretionary bonus, allowances and other incentives, which are determined by the Board with reference to his skills, experience, responsibilities with the Company and the current market conditions. The remuneration of Mr. Zeng is subject to review by the remuneration committee of the Board from time to time.

As at the date of this announcement, save as disclosed above, Mr. Zeng (i) has not held any directorship in any public companies the securities of which are listed on any securities market in

Hong Kong or overseas in the last three years or any other major appointments and professional qualifications; (ii) has not had any relationship with any Directors, senior management, substantial or controlling shareholders of the Company (having the meaning ascribed to it in the Listing Rules); (iii) has not held any other position with the Group; and (iv) has not had any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this announcement, save as disclosed above, there is no other matter that needs to be brought to the attention of the holders of securities of the Company in connection with the re-designation of Mr. Zeng, nor is there any other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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

Hong Kong, 19 July 2023

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