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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 ISSUE AND SUBSCRIPTION OF NEW SHARES  
UNDER GENERAL MANDATE**

Reference is made to the announcements of Guangdong – Hong Kong Greater Bay Area Holdings Limited (the “**Company**”) dated 13 May 2024 and 14 May 2024 in relation to the issue and subscription of new shares under general mandate (the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

**COMPLETION OF THE SUBSCRIPTION**

The Board is pleased to announce that all conditions precedent of the Subscription Agreements have been fulfilled and the completion of the Subscription took place on 28 May 2024.

On 28 May 2024, an aggregate of 89,000,000 Subscription Shares, representing (i) approximately 19.62% of the issued share capital of the Company immediately before the completion of the Subscription; and (ii) approximately 16.40% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares, have been allotted and issued to the Subscribers at the Subscription Price of HK\$0.1 per Subscription Share pursuant to the terms of the Subscription Agreements.

The gross proceeds from the Subscription are approximately HK\$8,900,000 and the net proceeds from the Subscription (after deduction of related costs, expenses and fees) amount to approximately HK\$ 8,400,000. The Company intends to use the net proceeds for the general working capital of the Group.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, as at the date of this announcement, each of the Subscribers and its ultimate beneficial owner(s) are Independent Third Parties.

## **EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY**

The shareholding structure of the Company immediately before and after the Completion is set out as follows:

<b>Name of Shareholder</b>	<b>Immediately before the Completion</b>		<b>Immediately after the Completion</b>	
	<i>Number of Shares</i>	<i>Approximate % shareholding</i>	<i>Number of Shares</i>	<i>Approximate % shareholding</i>
China Guangdong – Hong Kong Greater Bay Area Holdings Limited <sup>(1)</sup>	276,443,711	60.93%	276,443,711	50.94%
Eminent Ascend Limited <sup>(2)</sup>	33,280,000	7.33%	33,280,000	6.13%
Mr. He Fei	22,686,770	5.00%	22,686,770	4.18%
Subscribers	–	–	89,000,000	16.40%
Other public Shareholders	121,324,919	26.74%	121,324,919	22.35%
<b>Total</b>	<b>453,735,400</b>	<b>100.00%</b>	<b>542,735,400</b>	<b>100.00%</b>

*Notes:*

(1) China Guangdong – Hong Kong Greater Bay Area Holdings Limited is owned as to 84% by RXHD Holdings Limited. RXHD Holdings Limited is owned as to 100% by Solid Wealth Holdings Limited, and Solid Wealth Holdings Limited is owned as to 90% by Ms. Zeng Yan.

(2) Eminent Ascend Limited is wholly-owned by Sunet Global Limited and in turn wholly-owned by Mr. Wong Kim.

By Order of the Board

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

**LUO Jieping**

*Chairman and Executive Director*

Hong Kong, 28 May 2024

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