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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, registered institution in securities, a bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Guangdong – Hong Kong Greater Bay Area Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSAL FOR INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the EGM to be held at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC on Monday, 23 September 2024 at 10:30 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you intend to attend the EGM (or any adjournment thereof), you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

6 September 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms or expressions shall have the following meanings:

“Announcement”	the Company’s announcement dated 2 September 2024 in relation to, amongst other things, the Rights Issue and the Increase in Authorised Share Capital
“associates”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	Guangdong – Hong Kong Greater Bay Area Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange (stock code: 1396)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC on Monday, 23 September 2024 at 10:30 a.m. (or any adjournment thereof), for the purpose of considering and, if thought fit, approving the Increase in Authorised Share Capital by the Shareholders
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Increase in Authorised Share Capital”	the proposed increase in the Company’s authorised share capital from HK\$80,000,000 divided into 800,000,000 Shares to HK\$500,000,000 divided into 5,000,000,000 Shares by the creation of additional 4,200,000,000 Shares
“Latest Practicable Date”	2 September 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Qualifying Shareholders”	Shareholders, other than the shareholders excluded for the purpose of the Rights Issue, qualified for the Rights Issue and whose names appear on the register of members of the Company at the close of business on the Record Date
“Record Date”	the date by reference to which the Shareholders’ entitlements to the Rights Shares pursuant to the Rights Issue are to be determined
“Rights Issue”	the proposed issue of the Rights Shares by way of rights, on the basis of one (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders on the Record Date at the subscription price of HK\$0.23
“Rights Shares(s)”	up to 271,367,700 Rights Shares (assuming no change in the issued share capital of the Company on or before the Record Date)
“Share(s)”	the ordinary shares in the issued share capital of the Company, of a par value of HK\$0.10 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“%”	per cent

The English text of this circular, the notice of the EGM and accompanying form of proxy shall prevail over their respective Chinese text in case of inconsistency.



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HOLDINGS LIMITED**

粤 港 湾 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1396)

Executive Directors:

Mr. Luo Jieping (*Chairman*)
Mr. Wong Choi Hing (*Co-Chairman*)
Mr. Cai Hongwen (*Co-Chairman*)
Mr. He Fei (*CEO*)
Ms. Wei Haiyan

Non-executive Director:

Mr. Zeng Yunshu

Independent non-executive Directors:

Mr. Guan Huanfei
Mr. Han Qinchun
Mr. Chen Yangsheng

Registered Office:

PO Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Headquarters:

Level 32, Block A
Hong Long Century Plaza
Luohu District
Shenzhen, PRC

Principal Place of

Business in Hong Kong:

Unit 916, 9/F
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

6 September 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSAL FOR INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in relation to the Rights Issue and the Increase in Authorised Share Capital.

LETTER FROM THE BOARD

The purposes of this circular are to provide you with, among other things, (i) further details of the Increase in Authorised Share Capital; and (ii) notice of the EGM. In the EGM, such necessary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Increase in Authorised Share Capital.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$80,000,000 divided into 800,000,000 Shares of HK\$0.10 each, of which 542,735,400 Shares are issued.

With reference to the Announcement, the Company intends to implement the Rights Issue on the basis of one (1) Rights Shares for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date at the subscription price of HK\$0.23. As at the Latest Practicable Date, assuming no change in the issued share capital of the Company on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before the completion of the Rights Issue, there will be up to 271,367,700 Rights Shares to be issued pursuant to the Rights Issue (assuming no change in the issued share capital of the Company on or before the Record Date). Therefore, immediately upon completion of the Rights Issue, there will be up to 814,103,100 Shares in issue (assuming no change in the issued share capital of the Company on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue).

In order to facilitate the issuance of the Rights Shares pursuant to the implementation of the Rights Issue and to provide the Company with greater flexibility in fundraising to accommodate and enhance future business growth, the Board proposes the Increase in Authorised Share Capital in the belief that such proposal is in the interests of the Company and the Shareholders as a whole.

As disclosed in the announcement, the Rights Issue (and correspondingly, the Rights Shares to be allotted and issued thereunder) is conditional upon, amongst other things, the passing of the ordinary resolution at the EGM in approving the Increase in Authorised Share Capital. Save and except for the Rights Shares to be issued under the Rights Issue, the Board has no present intention to issue any Shares from any part of the Increase in Authorised Share Capital as at the Latest Practicable Date.

New Shares upon issue under the Increase in Authorised Share Capital shall rank *pari passu* in all respects with the existing Shares.

Upon the Increase in Authorised Share Capital becoming effective and assuming no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the EGM, the authorised share capital of the Company will be HK\$500,000,000 divided into 5,000,000,000 Shares, with 542,735,400 Shares in issue and 4,457,264,600 Shares authorised but unissued.

LETTER FROM THE BOARD

The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of passing an ordinary resolution at the EGM.

EGM & IMPLICATIONS UNDER THE LISTING RULES

The Company will convene the EGM at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC on Monday, 23 September 2024 at 10:30 a.m. to consider and, if thought fit, approve, among other things, the Increase in Authorised Share Capital. A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolution on the Increase in Authorised Share Capital at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, the votes to be taken at the EGM will be taken by poll, the results of which will be announced after the EGM.

A form of proxy for the EGM is enclosed. Whether or not you wish to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (or any adjourned meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjourned meeting) if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

RECOMMENDATIONS

The Directors consider that the proposed resolution at the EGM is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the resolution at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

By order of the Board

Guangdong – Hong Kong Greater Bay Area Holdings Limited

LUO Jieping

Chairman and Executive Director

NOTICE OF THE EGM



**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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Guangdong – Hong Kong Greater Bay Area Holdings Limited (the “**Company**”) will be held at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC on Monday, 23 September 2024 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as the ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** the authorised share capital of the Company be increased from HK\$80,000,000 divided into 800,000,000 shares of a par value of HK\$0.10 each (the “**Shares**”) to HK\$500,000,000 divided into 5,000,000,000 Shares by the creation of additional 4,200,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank *pari passu* in all respects; and **THAT** any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By order of the Board

Guangdong – Hong Kong Greater Bay Area Holdings Limited

LUO Jieping

Chairman and Executive Director

Hong Kong, 6 September 2024

Registered Office:

PO Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

Principal Place of

Business in Hong Kong:

Unit 916, 9/F

China Merchants Tower

Shun Tak Centre

168–200 Connaught Road Central

Hong Kong

NOTICE OF THE EGM

Notes:

1. A form of proxy for use at the EGM or any adjournment thereof is enclosed. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
4. For the purpose of determining the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 17 September 2024 to Monday, 23 September 2024, both days inclusive. In order to qualify for attending and voting at the EGM, all transfer documents together with the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Monday, 16 September 2024.
5. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. Where a "black" rainstorm warning is in force or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted or "extreme conditions" announced by the Government of Hong Kong is in force at 8:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company (www.youngogroup.com) and the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting. The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Having considered their own situations, Shareholders should decide on their own whether they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. Pursuant to Rule 13.39(4) of the Listing Rules, all resolution at the EGM will be conducted by way of a poll.

As at the date of this notice, 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.