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**YOUNGO** 粵港灣

**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)**

**FURTHER DELAY IN DESPATCH OF CIRCULAR  
AND  
GRANT OF FURTHER WAIVER FROM STRICT COMPLIANCE  
WITH RULE 14.41(a) OF THE LISTING RULES**

References are made to (i) the announcement (the “**First Announcement**”) of Guangdong – Hong Kong Greater Bay Area Holdings Limited (the “**Company**”) dated 28 January 2025 in relation to, amongst other things, the Disposal of the Target Interests and the possible major transaction in relation to the provision of financial assistance; and (ii) the announcement of the Company dated 21 February 2025 in relation to, amongst other things, the grant of waiver from strict compliance with Rule 14.41(a) of the Listing Rules and delay of the despatch of the Circular (the “**Delay Announcement**”, together with the First Announcement, the “**Announcements**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

As disclosed in the Delay Announcement, the written Shareholders’ approval for the Disposal and the Provision of Collaterals has been obtained from the controlling Shareholder, China Guangdong – Hong Kong Greater Bay Area Holdings Limited, which is holding 414,665,566 Shares, representing approximately 50.94% of the issued share capital of the Company as at the date of this announcement. Accordingly, no general meeting is required to be convened pursuant to the Rule 14.41(a) of the Listing Rules.

As disclosed in the First Announcement, pursuant to Rule 14.41(a) of the Listing Rules, the Circular containing, among other things, (i) details of the Disposal; (ii) details of the Provision of Collaterals; and (iii) other information as required under the Listing Rules was expected to be despatched on or before 21 February 2025 (i.e. 15 business days after publication of the First Announcement).

As disclosed in the Delay Announcement, the Company had applied to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules for an extension of the date of despatch of the Circular (the “**Waiver**”). On 20 February 2025, the Stock Exchange granted the Waiver to the Company on the basis that the Company would despatch the Circular on or before 28 February 2025.

As additional time is required for the Company for the preparation and finalisation of relevant information for inclusion in the Circular (including (a) an updated statement of indebtedness, where applicable; and (b) the valuation report on the property interests of the Target Group) and to complete the vetting process of the Circular, the Company has further applied to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules for an extension of the date of despatch of the Circular (the “**Further Waiver**”). On 5 March 2025, the Stock Exchange granted the Further Waiver to the Company on the basis that the Company will despatch the Circular on or before 12 March 2025. The Stock Exchange may withdraw or change the terms of the Further Waiver if the Company's situation changes.

By order of the Board  
**Guangdong – Hong Kong Greater Bay  
Area Holdings Limited**  
**LUO Jieping**  
*Chairman and Executive Director*

Hong Kong, 5 March 2025

*As at the date of this announcement, the executive Directors of the Company are Mr. Luo Jieping, Mr. He Fei and Ms. Wei Haiyan, and the independent non-executive Directors of the Company are Mr. Guan Huanfei, Mr. Han Qinchun and Mr. Chen Yangsheng.*