
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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(s) or transferee(s) 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(s) or transferee(s).

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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)

**(I) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES
(II) PROPOSED RE-ELECTION OF DIRECTORS
(III) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(IV) NOTICE OF ANNUAL 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 4 to 10 of this circular. A notice convening the AGM to be held at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC on Friday, 20 June 2025 at 10:30 a.m. is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published at the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.youngogroup.com.

Whether or not you intend to attend the AGM (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 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 AGM 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 AGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

Holders of treasury Shares, if any, have no voting rights at the general meeting(s) of the Company.

17 April 2025

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DEFINITIONS

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

“AGM”	annual general meeting of the Company to be held and convened at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC on Friday, 20 June 2025 at 10:30 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages AGM-1 to AGM-6 of this circular
“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“associates”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is issued or remains issued between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon or on which a “black” rainstorm warning is in effect or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“Companies Act”	the Companies Act (Revised) of the Cayman Islands as amended from time to time
“Company”	Guangdong – Hong Kong Greater Bay Area Holdings Limited (粵港灣控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1396)
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with any Shares (including any sale or transfer of treasury Shares, if any) or securities convertible into Shares and to make an offer or agreement or grant an option (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power, during the period as set out in the proposed ordinary resolution No. 5 of the AGM Notice, up to a maximum of 20% of the total number of Shares of the Company in issue (excluding any treasury Shares, if any) as at the date of passing of the relevant resolution
“Latest Practicable Date”	14 April 2025, 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
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase, during the period as set out in the proposed ordinary resolution No. 6 of the AGM Notice, up to a maximum of 10% of the total number of Shares of the Company in issue (excluding any treasury Shares, if any) as at the date of passing of the relevant resolution
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on 30 May 2019
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

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



**GUANGDONG – HONG KONG GREATER BAY AREA
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. He Fei (*CEO*)

Ms. Wei Haiyan

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

17 April 2025

To the Shareholders

Dear Sir/Madam,

**(I) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES
(II) PROPOSED RE-ELECTION OF DIRECTORS
(III) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of AGM together with the all the information in relation to the resolutions to be proposed at the AGM on, amongst other

LETTER FROM THE BOARD

things, (i) the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the re-appointment of auditor of the Company, so as to enable you to make an informed decision on whether to vote for or against the resolutions relating to these matters at the AGM.

PROPOSED ISSUE MANDATE

On 26 June 2024, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares or securities convertible into Shares and to make an offer or agreement or grant offers, agreements and options which would or might require the exercise of such powers. Such mandate will lapse at the conclusion of the AGM.

Moreover, pursuant to the Consultation Conclusions published by the Stock Exchange on 12 April 2024, proposed amendments to the Listing Rules relating to treasury shares will come into effect on 11 June 2024, which provide for, among other things, (i) the removal of the requirement on issuers to cancel repurchased shares, such that issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents; (ii) the resale of treasury shares by an issuer to follow the Listing Rules that currently apply to an issue of new shares; and (iii) the exclusion of treasury shares from an issuer's issued or voting shares under various parts of the Listing Rules.

In view of the above and in order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable to issue any Shares (including any sale or transfer of treasury Shares), approval is intended to be sought at the AGM from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. As at the Latest Practicable Date, the Directors have no immediate plans to issue any new Shares pursuant to the proposed Issue Mandate.

At the AGM, an ordinary resolution set out in resolution No. 5 of the AGM Notice will be proposed to the Shareholders to consider and, if thought fit, grant the Directors the Issue Mandate, a general and unconditional mandate to allot, issue and deal with Shares (including any sale or transfer of treasury Shares, if any) or securities convertible into Shares and to make an offer or agreement or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, up to a maximum of 20% of the total number of Shares of the Company in issue (excluding any treasury Shares, if any) as at the date of passing of the relevant resolution in relation to such general mandate.

The proposed Issue Mandate, if granted, will remain in effect until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or regulations or the Articles; and
- (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the issued share capital of the Company was HK\$81,410,310 divided into 814,103,100 Shares with par value of HK\$0.1 each. Subject to passing of the resolution approving the Issue Mandate and assuming that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the AGM, the Directors will be authorised to issue (or transfer out of the treasury) a maximum of 162,820,620 Shares under the Issue Mandate.

PROPOSED REPURCHASE MANDATE

On 26 June 2024, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to exercise all the powers of the Company to repurchase its own Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution set out in resolution No. 6 of the AGM Notice will be proposed to the Shareholders to consider and, if thought fit, grant the Directors the Repurchase Mandate, a general and unconditional mandate to exercise all the powers of the Company to repurchase (and either cancel or hold in treasury, where applicable) Shares on the Stock Exchange (or any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose), subject to and in accordance with the rules and regulations of the SFC, applicable laws of the Cayman Islands and all applicable laws and/or the requirements under the Listing Rules or equivalent rules or regulations of any other stock exchange as amended from time to time. Under such Repurchase Mandate, the maximum number of Shares that the Company may be repurchased shall not exceed 10% of the total number of Shares in issue (excluding any treasury Shares, if any) as at the date of passing of the relevant resolution in relation to such general mandate.

The proposed Repurchase Mandate, if granted, will remain in effect until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or regulations or the Articles; and
- (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company was HK\$81,410,310 divided into 814,103,100 Shares with par value of HK\$0.1 each. Subject to passing of the resolution approving the Repurchase Mandate and assuming that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the AGM, and that the Company does not have any treasury Shares, the Directors will be authorised to repurchase a maximum of 81,410,310 Shares under the Repurchase Mandate.

An explanatory statement containing information regarding the Repurchase Mandate as required under Rule 10.06(1)(b) of the Listing Rules is set out in Appendix I to this circular. The explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM. As at the Latest Practicable Date, the Directors have no immediate plans to exercise the proposed Repurchase Mandate.

In addition, a separate ordinary resolution (set out in resolution No. 7 of the AGM Notice) will also be proposed at the AGM to add to the number of Shares which may be allotted, issued or otherwise dealt with pursuant to the Issue Mandate (including sell or transfer any treasury Shares), those Shares repurchased (if any) by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 16.18 of the Articles, at every annual general meeting, one-third of the Directors for the time being shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed by the Board or by an ordinary resolution of the Company either to fill a casual vacancy or as an addition to the Board shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall be eligible for re-election at the annual general meeting. Accordingly, Mr. He Fei, Ms. Wei Haiyan, Mr. Guan Huanfei and Mr. Han Qinchun shall retire from office at the AGM by rotation, and being eligible, have offered themselves for re-election at the AGM.

At the AGM, ordinary resolutions set out in resolution No. 2 of the AGM Notice will be proposed to re-elect (i) Mr. He Fei as an executive Director; (ii) Ms. Wei Haiyan as an executive Director; (iii) Mr. Guan Huanfei as an independent non-executive Director; and (iv) Mr. Han Qinchun as an independent non-executive Director.

The re-election of Directors has been reviewed by the Nomination Committee and having considered the Board composition, the nomination policy of the Company and the objective criteria for the nominations include but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the board diversity policy of the Company, the independent and valuable opinion during the directors' meetings and committees' meetings provided and other factors of Mr. He Fei, Ms. Wei Haiyan, Mr. Guan Huanfei and Mr. Han Qinchun, the Nomination Committee recommended to the Board that the re-election be

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proposed for Shareholders' approval at the AGM. Based on the above, the nominations were made as it is satisfied that each of Mr. He Fei, Ms. Wei Haiyan, Mr. Guan Huanfei and Mr. Han Qinchun possesses the required character, integrity and experience to continuously fulfil their respective roles effectively as executive Director and independent non-executive Director respectively. Besides, Mr. Chen Yangsheng and each of Mr. Guan Huanfei and Mr. Han Qinchun has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules and provided annual confirmation of independence to the Company, and the Board considers that each of them is independent.

The Board believes that respective re-election of Mr. He Fei and Ms. Wei Haiyan as executive Directors, and Mr. Guan Huanfei and Mr. Han Qinchun as independent non-executive Directors would bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business, and correspondingly, be in the best interest of the Company and the Shareholders as a whole. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Mr. He Fei, Ms. Wei Haiyan, Mr. Guan Huanfei and Mr. Han Qinchun to stand for re-election as Directors at the AGM.

Biographical details of the Directors to be re-elected (as required to be disclosed pursuant to the Listing Rules) are set out in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITORS

Prism Hong Kong Limited is proposed to be re-appointed as the independent auditors of the Company to hold office until the conclusion of the next annual general meeting at the AGM in accordance with the ordinary resolutions set out in resolution No. 4 of the AGM Notice, and it is also proposed that the Board be authorised to fix their remuneration for the year of 2025.

ANNUAL GENERAL MEETING

The Company will convene the AGM at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC, on Friday, 20 June 2025 at 10:30 a.m. at which the above resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions in the AGM Notice as set out on pages AGM-1 to AGM-6 of this circular.

Closure of Register of Members

The register of members of the Company will be closed from Tuesday, 17 June 2025 to Friday, 20 June 2025, both days inclusive, during such period no transfer of Shares will be registered. In order to qualify for attendance of the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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 for registration no later than 4:30 p.m. on Monday, 16 June 2025.

LETTER FROM THE BOARD

Proxy Arrangement

A form of proxy for use at the AGM is enclosed and such form of proxy is also published at the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.youngogroup.com. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar 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 AGM 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 AGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

Voting by Poll

There is no Shareholder who has any material interest in the proposed resolutions at the AGM, and therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Treasury Shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, treasury Shares (if any) pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's general meeting(s).

RECOMMENDATION

The Directors consider that the above proposed resolutions referred to in this circular and the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions as set out in the AGM Notice.

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 enquires, 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,

LETTER FROM THE BOARD

and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully

For and on behalf of the Board

Guangdong – Hong Kong Greater Bay Area Holdings Limited

LUO Jieping

Chairman and Executive Director

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

SHARE CAPITAL

As at the Latest Practicable Date, the entire issued share capital of the Company was HK\$81,410,310 divided into 814,103,100 Shares with par value of HK\$0.1 each (with no treasury Shares). Subject to the passing of the ordinary resolution granting the Repurchase Mandate set out in resolution No. 6 of the AGM Notice and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the AGM, the Company will be allowed to repurchase a maximum of 81,410,310 Shares, representing 10% of the number of issued Shares (excluding any treasury Shares) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or regulations or the Articles; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the repurchase would be in the best interests of the Company. Furthermore, the Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to seek general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company per share and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

The Company is empowered by its Articles to repurchase Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the laws of the Cayman Islands. The laws of the Cayman Islands and the Articles provide that payment for a share repurchase may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Act, out of capital of the Company. The amount of premium payable on repurchase of Shares may only be paid out of either profits or out of the share premium account of the Company or subject to the Companies Act, out of capital of the Company provided that the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business (i.e. it must be solvent).

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled upon repurchase but the aggregate amount of authorised share capital would not be reduced.

EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2024 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, DIRECTORS' CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have a present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of its Shares.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles, the laws of Hong Kong and the applicable laws of the Cayman Islands.

IMPLICATIONS ON TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and according to the register of substantial Shareholders' interests in Shares kept under section 336 of Part XV of the SFO, China Guangdong – Hong Kong Greater Bay Area Holdings Limited (“**China GBA Holdings**”) was interested in aggregate of 414,665,566 Shares, representing approximately 50.94% of the entire issued share capital of the Company. China GBA Holdings is owned as to 84% by Ruixinhaide Holdings Limited, Ruixinhaide Holdings Limited (“**RXHD Holdings**”) is owned as to 100% by Solid Wealth Holdings Limited (“**Solid Wealth**”), and Solid Wealth Holdings Limited is owned as to 90% by Rich Grain Investments Limited (“**Rich Grain**”), which is in turn wholly-owned by Ms. Zeng Yan. By virtue of Part XV of the SFO, each of RXHD Holdings, Solid Wealth, Rich Grain and Ms. Zeng Yan is deemed to be interested in all the Shares held by China GBA Holdings.

As at the Latest Practicable Date, in the event that the Directors exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of China GBA Holdings would be increased to approximately 56.59% of the then entire issued share capital of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences of any purchases made under the Repurchase Mandate which may arise under the Takeovers Code.

The Directors do not intend to repurchase Shares to the extent that the Company would result in the Company failing to comply with Rule 8.08 of the Listing Rules which requires a public float of 25%.

MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2024		
April	0.135	0.076
May	0.683	0.08
June	0.664	0.364
July	0.419	0.35
August	0.373	0.259
September	0.415	0.232
October	0.52	0.243
November	0.245	0.205
December	0.22	0.137
2025		
January	0.395	0.143
February	0.63	0.31
March	0.91	0.54
April (up to the Latest Practicable Date)	1.30	0.79

SHARES REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased; and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury Shares. These measures may include approval by the Board that (i) the Company would not (or would procure its licensed securities dealers not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS; (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares

or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures.

GENERAL

The Directors have confirmed that neither this explanatory statement nor the proposed share repurchase, if any, has any unusual features.

The following are the particulars of the biographical details of the Directors proposed to be re-elected at the AGM in accordance with the Articles:

EXECUTIVE DIRECTORS

Mr. He Fei

Mr. He Fei (何飛) (“**Mr. He**”), aged 53, has been appointed as an executive Director and the chief executive officer of the Company since June 2022. Mr. He obtained a master degree of Engineering Management from the Southeast University in 2004.

During the period from May 2020 to April 2021, Mr. He served as a director and the chief executive officer of Myhome Real Estate Development Group Co., Ltd. (“**Myhome Real Estate**”, a company listed on the Shenzhen Stock Exchange (the “**SZSE**”) stock code: 000667.SZ). He had been the co-chief executive officer of the Myhome Real Estate from November 2019 to May 2020. During the period from January 2018 to November 2019, Mr. He served as a vice-president and regional general manager of Shenzhen in CIFI Holdings (Group) Co. Ltd. (a company listed on the main board of the Stock Exchange, stock code: 0884.HK). During the period from April 2004 to December 2017, Mr. He had worked at China Merchants Shekou Industrial Zone Holdings Co., Ltd. (a company listed on the SZSE, stock code: 001979.SZ) (the “**Merchants Shekou**”), and had successively served as the general manager of Foshan Merchants Real Estate Co., Ltd. and Guangzhou Merchants Real Estate Co., Ltd., a deputy general manager of Guangzhou management headquarter of Merchants Shekou, assistant to the general manager, the general manager of the operation management centre and a deputy general manager of the Merchants Shekou. Mr. He had served as a deputy director and project manager of Shenzhen No. 1 Construction Engineering Company from July 1993 to April 2004.

The Company has entered into a service agreement with Mr. He in relation to his appointment as an executive Director and the CEO for a term of three years, unless either party issues a notice of termination not less than 30 days in advance, commencing from 27 June 2022. Pursuant to the articles of association of the Company, Mr. He shall retire from office by rotation and shall be eligible for re-election at the AGM. Mr. He is entitled to receive director’s fee of RMB300,000.00 per annum, together with salaries, discretionary bonus, allowances and other incentives (if any), which are determined by the Board with reference to his skills, experience, responsibilities with the Company and the current market conditions. The total amount of remuneration of Mr. He for the year ended 31 December 2024 was approximately RMB2,125,000.00.

As at the Latest Practicable Date, Mr. He is interested in 1,282,500 Shares under the Share Option Scheme, representing approximately 0.16% of the issued share capital of the Company.

Save as disclosed above, Mr. He (i) has not held any other positions with any members of the Group; (ii) is not otherwise related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other public companies (the securities of which are listed on any securities market in Hong Kong or overseas) in the last three years.

Save as disclosed above, there is no other matter in relation to Mr. He that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. He which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Wei Haiyan

Ms. Wei Haiyan (魏海燕) (“**Ms. Wei**”) aged 49, has been appointed as an executive Director since June 2022. Ms. Wei graduated from the Graduate School of Chinese Academy of Social Sciences in 1998. She completed the advanced seminar on information management at Tsinghua University in 2006 and was awarded as an information analyst. Ms. Wei was appointed as a member of the fifth and sixth Chinese People’s Political Consultative Conference, Meizhou, Guangdong Province.

Ms. Wei has been the chairman of the board of the Ruixin Haide Group Co., Ltd. from December 2010 to June 2022. She is involved in the overall planning and development strategy decisions and is responsible for the management of investment, administration and human resources. Ms. Wei has been the vice president of LET Group Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 1383.HK) from September 2000 to February 2011, and has extensive experience in internal management of corporations.

The Company has entered into a service agreement with Ms. Wei in relation to her appointment as an executive Director of the Company for a term of three years, unless either party issues a notice of termination not less than 30 days in advance, commencing from 27 June 2022. Pursuant to the articles of association of the Company, Ms. Wei shall retire from office by rotation and shall be eligible for re-election at the AGM. Ms. Wei is entitled to receive a director’s fee of RMB100,000.00 per annum, together with salaries, discretionary bonus, allowances and other incentives (if any), which are determined by the Board with reference to her skills, experience and responsibilities with the Company and the current market conditions. The total amount of remuneration of Ms. Wei for the year ended 31 December 2024 was approximately RMB878,000.00.

Save as disclosed above, Ms. Wei (i) has not held any other positions with any members of the Group; (ii) is not otherwise related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any

other directorships in any other public companies (the securities of which are listed on any securities market in Hong Kong or overseas) in the last three years.

Save as disclosed above, there is no other matter in relation to Ms. Wei that needs to be brought to the attention of the Shareholders and there is no other information relating to Ms. Wei which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Guan Huanfei

Mr. Guan Huanfei (關浣非) (“**Mr. Guan**”), aged 67, has been appointed as an independent non-executive Director since June 2022. Mr. Guan obtained a doctorate in Economics in 2000 from Wuhan University and was a postdoctoral researcher in Theoretical Economics with Fudan University from 2000 to 2002. Mr. Guan has been a part-time researcher of the Insurance Research Centre of Fudan University since 2004. He has been appointed as a part-time lecturer of professional degree of Fudan University since 2013. Mr. Guan has been appointed as a visiting professor of Jilin University of Finance and Economics since August 2019. He has been appointed as the off-campus tutor for master students of the University of International Business and Economics since September 2022. Mr. Guan has been an economic and technical consultant of People’s Government of Jilin Province for years.

Mr. Guan has extensive experience in finance and insurance industry in Hong Kong and the People’s Republic of China. He held various senior managerial positions in the People’s Insurance Company of China (Jilin Branch), the business department of Hong Kong and Macao Regional Office of China Insurance Group, China Taiping Insurance (HK) Company Limited and China Pacific Insurance Co., (H.K.) Limited. He also held offices at the Bank of Communications, including the deputy chairman of the risk asset management committee, the deputy chairman of credit asset management committee, the chairman of loan verification committee, the deputy general manager of the Bank of Communications Hong Kong Branch, a director of Bank of Communications Trustee Limited, the chairman and chief executive of China BOCOM Insurance Company Limited and an executive director and general manager of BoCommLife Insurance Company Limited.

Mr. Guan is currently an independent non-executive director of each of China Nonferrous Mining Corporation Limited (a company listed on the main board of the Stock Exchange, stock code: 1258.HK), Shandong Hi-Speed Holdings Group Limited (a company listed on the main board of the Stock Exchange, stock code: 412.HK), XinKong International Capital Holdings Limited (formerly known as Huarong International Financial Holdings Limited, a company listed on the main board of the Stock Exchange, stock code: 993.HK), Sunwah Kingsway Capital Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 188.HK), and DevGreat Group Limited (formerly known as Shanghai Zendai Property Limited, a company listed on the main board of the Stock Exchange, stock code: 755.HK).

Mr. Guan had been an executive director and chairman of the board of directors of Enterprise Development Holdings Limited (“**Enterprise Development**”) (a company listed on the main board of the Stock Exchange, stock code: 1808.HK) from June 2020 to May 2021. Mr. Guan had been an independent non-executive director of Solis Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 2227.HK) from August 2019 to September 2020. Mr. Guan had also been an independent non-executive director of China Wood International Holding Co., Limited (a company listed on the main board of the Stock Exchange, stock code: 1822.HK) during the period from June 2018 to May 2020. During the period from December 2017 to June 2018, Mr. Guan served as a non-executive director of Ping An Securities Group (Holdings) Limited (a company previously listed on the main board of the Stock Exchange with stock code: 231.HK and delisted on 7 November 2022). Mr. Guan had been the chairman emeritus of Culturecom Holdings Limited (“**Culturecom**”, a company listed on the main board of the Stock Exchange, stock code: 343.HK) and the chairman of the board of directors of UCAN.COM Group Limited, a subsidiary of Culturecom from July 2013 to March 2016.

Mr. Guan has entered into a service agreement with the Company for a term of three years unless either party issues a notice of termination not less than 14 days in advance, with effect from 27 June 2022. Pursuant to the articles of association of the Company, Mr. Guan shall retire from office by rotation and shall be eligible for re-election at the AGM. Mr. Guan is entitled to receive a director’s fee of HK\$300,000.00 per annum from 27 June 2022 to 28 February 2023. Mr. Guan is entitled to receive a director’s fee of HK\$150,000.00 per annum from 1 March 2023 to 31 March 2024. From 1 April 2024, as agreed between Mr. Guan and the Company, he is entitled to receive a director’s fee of HK\$180,000.00 per annum. The remuneration of Mr. Guan is determined by the Board with reference to his skills, experience and responsibilities with the Company and the current market conditions. The total amount of remuneration of Mr. Guan for the year ended 31 December 2024 was approximately RMB139,000.00.

Mr. Guan has provided annual confirmation of independence to the Company and has been confirmed that Mr. Guan has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Guan (i) has not held any other positions with any members of the Group; (ii) is not otherwise related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other public companies (the securities of which are listed on any securities market in Hong Kong or overseas) in the last three years.

On 18 July 2022, a Statement of Disciplinary Action (the “**Statement**”) was issued by the Stock Exchange in relation to, amongst others, the Stock Exchange’s disciplinary action against Enterprise Development. It is found that Enterprise Development breached Rule 2.13(2) of the Listing Rules by publishing inaccurate, incorrect and/or misleading information about a former executive director in its appointment announcement dated 3 January 2021 and notice of annual

general meeting dated 28 May 2021. Mr. Guan had served as the chairman of the board of directors and an executive director of Enterprise Development from 2 June 2020 to 22 May 2021. It constitutes an event required to be disclosed by the Company pursuant to Rules 13.51(2)(n)(iv) and 13.74 of the Listing Rules. No sanction or direction whatsoever had been initiated or made against Mr. Guan in the Statement. The sanctions and directions in the Statement apply only to Enterprise Development and the director named therein, and not to any other past or present members of the board of directors of Enterprise Development. For further details, please refer to the Company's announcement dated 1 August 2022.

Save as disclosed above, there is no other matter in relation to Mr. Guan that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Guan which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Han Qinchun

Mr. Han Qinchun (韓秦春) (“**Mr. Han**”), aged 67, has been appointed as an independent non-executive Director since June 2022. Mr. Han obtained a Bachelor degree in Planning in 1982 from Xi'an University of Architecture and Technology and a Master of Science in Real Estate in 1995 from The University of Hong Kong, and then obtained a doctor degree in Real Estate Economics and Management from The University of Hong Kong in 1998. Mr. Han had also worked as a planner for the government agencies of the Ministry of Chemical Industry and the Ministry of Forestry of the People's Republic of China in Beijing from 1982 to 1993.

Mr. Han has extensive experience in investment, financial management and management of listed companies. Mr. Han has been appointed as the founder and chairman of a Hong Kong fintech company – Hong Kong Private Markets Limited since November 2014. He has been an independent non-executive director of LongiTech Smart Energy Holding Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1281.HK) since April 2015. Mr. Han was an independent non-executive director of Lingbao Gold Group Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 3330.HK) from March 2012 to July 2021. In addition to the performance of his supervisory responsibilities as an independent non-executive director, Mr. Han uses his own experience, knowledge and resources to provide financial management related advice and support to the listed companies' development strategy, particularly in the area of capital market operation. Mr. Han was appointed as a director and distinguished professor of the Real Estate Centre at Peking University HSBC Business School from 2011 to 2015. He was a chief executive director of Straits Development Holding Company Limited since August 2012 to November 2014, where he was responsible for the company's development strategy, capital market operation, financial management and investment and financing management. He was appointed as vice-chairman and co-chief executive director of Suncity Group Holdings Limited (previously known as Hong Long Holdings Limited, a company listed on the Main Board of the Stock Exchange, stock code: 1383.HK) since March 2006 to February 2010. From 2000 to 2006, Mr. Han served as a supervisor at a number of leading Hong Kong investment banks, including Shun Hing China

Investment Limited (Hong Kong), BOCI Securities Limited (Hong Kong), China Everbright Securities International (HK) Limited and ABC International Holdings Limited (Hong Kong) before moving on to real estate company to take on leadership position, where he has accumulated extensive cross-border experience, resources and perspectives.

Mr. Han has entered into a service agreement with the Company for a term of three years unless either party issues a notice of termination not less than 14 days in advance, with effect from 27 June 2022. Pursuant to the articles of association of the Company, Mr. Han shall retire from office by rotation and shall be eligible for re-election at the AGM. Mr. Han is entitled to receive a director's fee of HK\$300,000.00 per annum from 27 June 2022 to 28 February 2023. Mr. Han is entitled to receive a director's fee of HK\$150,000.00 per annum from 1 March 2023 to 31 March 2024. From 1 April 2024, as agreed between Mr. Han and the Company, he is entitled to receive a director's fee of HK\$180,000.00 per annum. The remuneration of Mr. Han is determined by the Board with reference to his skills, experience and responsibilities with the Company and the current market conditions. The total amount of remuneration of Mr. Han for the year ended 31 December 2024 was approximately RMB139,000.00.

Mr. Han has provided annual confirmation of independence to the Company and has been confirmed that Mr. Han has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Han (i) has not held any other positions with any members of the Group; (ii) is not otherwise related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other public companies (the securities of which are listed on any securities market in Hong Kong or overseas) in the last three years.

Save as disclosed above, there is no other matter in relation to Mr. Han that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Han which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.



**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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) 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 Friday, 20 June 2025 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and of the independent auditor of the Company for the year ended 31 December 2024;
2.
 - (a) to re-elect Mr. He Fei as executive Director;
 - (b) to re-elect Ms. Wei Haiyan as executive Director;
 - (c) to re-elect Mr. Guan Huanfei as independent non-executive Director; and
 - (d) to re-elect Mr. Han Qinchun as independent non-executive Director;
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint Prism Hong Kong Limited as auditor of the Company and to authorise the Board to fix their remuneration for the year of 2025;

NOTICE OF AGM

5. To consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) of the Company (the “**Treasury Shares**”), if any) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares;
 - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or consultants and/or advisers of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares; or

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(iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company (the “**Articles**”) from time to time, shall not exceed 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution,

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the Shareholders in a general meeting, either conditionally or subject to condition;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or issue of options, warrants or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares or any class of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase, and either cancel or hold in treasury, the Shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this purpose, subject to and

NOTICE OF AGM

in accordance with the rules and regulations of the SFC and all applicable laws and/or the requirements under the Listing Rules or equivalent rules or regulations of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue (excluding any Treasury Shares, if any) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution,

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the Shareholders in a general meeting, either conditionally or subject to condition;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolution:

“**THAT** conditional on the passing of ordinary resolutions Nos. 5 and 6 above, the general mandate granted to the Directors pursuant to ordinary resolution No. 5 above be and is hereby extended by the addition to the aggregate number of Shares of the Company which may be allotted and issued or dealt with, or agreed to be allotted and issued or dealt with (or in the case of treasury shares, sold or transferred, if any, or agreed conditionally or unconditionally to be sold or transferred) by the Directors pursuant to such general mandate of an amount representing the aggregate number of

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Shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution No. 6 above, provided that such extended amount shall not exceed 10% of the total number of Shares of the Company in issue (excluding any Treasury Shares) as at the date of passing of the resolution No. 6.”

For and on behalf of the Board
Guangdong – Hong Kong Greater Bay Area Holdings Limited
LUO Jieping
Chairman and Executive Director

Hong Kong, 17 April 2025

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

Notes:

1. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). Completion and return of the form of proxy will not preclude members from attending and voting in person at the above meeting or any adjourned meeting thereof should they so wish. In such case, such form of proxy shall be deemed to be revoked.
2. 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 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 AGM or any adjournment thereof.
3. For the purpose of determining the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 17 June 2025 to Friday, 20 June 2025, both days inclusive, during such period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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 for registration no later than 4:30 p.m. on Monday, 16 June 2025.
4. In the case of joint holders of shares, any one of such holders may vote at the AGM, 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 holder are present at the AGM 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.

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5. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Article 14.1 of the Articles of Association provides that on a poll, every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register of members of the Company.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 8:00 a.m. on the date of the AGM, then the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the rescheduled meeting by a supplementary notice posted on the Company's website (www.youngogroup.com) and the website of the Stock Exchange (www.hkexnews.hk). The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

As at the date of this notice, 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.