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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)*

**RESULTS AND COMPLETION OF CONSENT SOLICITATION
RELATING TO
VARIABLE RATE SENIOR NOTES DUE 2029
(ISIN: XS2609459123; COMMON CODE: 260945912)**

Reference is made to the announcement of the Company dated 25 April 2025 in relation to the Consent Solicitation (the “**Consent Solicitation Announcement**”) and the announcement of the Company dated 25 April 2025 in relation to the issuance of the MCB (the “**MCB Announcement**”). Capitalized terms used herein and not defined shall have the same meanings ascribed to them in the Consent Solicitation Announcement and the MCB Announcement.

RESULTS OF THE CONSENT SOLICITATION

The Consent Solicitation expired at 4:00 p.m., London time, on 6 May 2025. The Company is pleased to announce that it has received the Consents from the Holders of 98.33% in aggregate principal amount of the outstanding Notes. As such, the Company has received the Requisite Consents to effect the Proposed Waiver and Amendments.

EXECUTION OF THE WRITTEN WAIVER AND THE SECOND SUPPLEMENTAL INDENTURE

Upon receipt of the Requisite Consents, the Written Waiver has been executed on 7 May 2025 by the trustee of the Notes, giving effect to the Proposed Waiver, and the Second Supplemental Indenture has been executed on 7 May 2025 (the “**Effective Time**”), by and among the Company, the Subsidiary Guarantors and the trustee of the Notes, giving effect to the Proposed Amendments. The Cash Consent Fee in accordance with the Consent Solicitation Statement has also been paid by the Company on 7 May 2025, therefore the Proposed Amendments and the Supplemental Indenture has become operative. From and after the Effective Time, each present and future holder of the Notes will be bound by the Indenture as amended and supplemented on or prior to the Effective Time (including by the Second Supplemental Indenture) and the Written Waiver, whether or not such holder delivered a Consent.

GRATITUDE AND FUTURE DEVELOPMENT

The Company would like to express its sincere gratitude to the Holders of the Notes for their consistent support for the Company in the past. We also extend our thanks once again to the Holders of the Notes for their strong support and trust in the Company during the Consent Solicitation, which has enabled the Company to achieve the successful results of the Consent Solicitation within a short time frame.

The Consent Solicitation is an important initiative of the Group to actively and proactively manage its debt and achieve sustainable growth. After the successful completion of Consent Solicitation, the Company would be able to redeem substantially all of its offshore debt with the MCB (subject to obtaining all applicable approvals (regulatory, corporate or otherwise) required for the issuance of the MCB and conversion of the MCB into, and issuance of, ordinary shares of the Company), which will significantly optimize balance sheet structure, effectively improve operating cash flow, reduce debt and enhance operational efficiency for the Group, thereby laying a solid foundation for the pursuit of the Group's transformation and sustainable growth. The Company also believes that the high consent rate of 98.33% in the Consent Solicitation reflects the trust and confidence that the Company's offshore creditors, including certain long-term cooperating institutional investors, have in the Group's new-stage development strategy, business prospects, and management team. We will continue to enhance the operational efficiency of high-quality assets, actively introduce new productive businesses, and promote the diversification of business matrix through empowerment of innovative technologies, thereby further strengthening the Group's profitability and market competitiveness and creating greater value for shareholders.

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

Hong Kong, 7 May 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.