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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)**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Guangdong – Hong Kong Greater Bay Area Holdings Limited (the “**Company**”) announces that Mr. Lam Chi Yuen Nelson (“**Mr. Lam**”) has resigned as an independence non-executive Director, chairman of the audit committee (“**Audit Committee**”) and the member of the remuneration committee (“**Remuneration Committee**”) of the Company with effect from 20 June 2022 as he would like to devote more time on his personal affairs.

Mr. Lam has confirmed that he has no disagreement with the Board and that there is no other matter in connection with his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to express its gratitude to Mr. Lam for his valuable contribution towards the Company during his tenure of service.

**COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21 AND 3.25 OF THE LISTING RULES**

According to Rules 3.10(1) and 3.10A of the Rules of Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Board must include at least three independent non-executive directors and the Company must appoint independent non-executive directors representing one-third of the Board. In addition, Rule 3.21 of the Listing Rules requires, among others, an audit committee to comprise a minimum of three members and that the committee must be chaired by an independent non-executive director. Rule 3.25 of the Listing Rules provides that the remuneration committee must be chaired by an independent non-executive director and comprise a majority of independent non-executive director.

Since the resignation of Mr. Lam, the Board includes only two independent non-executive Directors, each of the Audit Committee and the Remuneration Committee comprises only two members, the Audit Committee does not have a chairman and the Remuneration Committee does not have a majority of independent non-executive director.

The Company is endeavoring to identify a suitable candidate to be appointed as an independent non-executive Director and fill the associated vacancies as soon as practicable within three months to ensure compliance with the relevant rules, and will make further announcement(s) as and when appropriate.

By order of the Board  
**Guangdong – Hong Kong Greater Bay Area Holdings Limited**  
**ZENG Yunshu**  
*Executive Director*

Hong Kong, 20 June 2022

*As at the date of this announcement, the executive Directors are Mr. Zeng Yunshu, Mr. Cai Hongwen, Mr. Wang Dewen and Mr. Yang Sanming; the non-executive Director is Mr. Wong Choi Hing and the independent non-executive Directors are Mr. Yue Zheng and Mr. Dai Yiyi.*