
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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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 with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale 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)

**(1) PROPOSED SHARE CONSOLIDATION
AND
(2) NOTICE OF EGM**

Terms used on this cover shall have the same meanings as defined in the circular.

A notice convening the EGM of Guangdong – Hong Kong Greater Bay Area Holdings Limited to be held at Level 35, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC, on Friday, 23 September 2022 at 4:00 p.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 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 intend to attend the EGM, you are requested to complete and return the enclosed proxy form 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 appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form 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 proxy form shall be deemed to be revoked.

31 August 2022

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DEFINITIONS

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

“Board”	the board of the Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Guangdong – Hong Kong Greater Bay Area Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1396)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Level 35, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC on Friday, 23 September 2022 at 4:00 p.m. for the purpose of considering and, if thought fit, approving the Share Consolidation
“Existing Share(s)”	issued and unissued ordinary share(s) of HK\$0.01 each in the existing share capital of the Company before the Share Consolidation becoming effective
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	22 August 2022, 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
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every ten (10) Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Share Option(s)”	share options granted under the share option scheme of the Company adopted on 30 May 2019
“Shareholder(s)”	holder(s) of the Existing Share(s), or the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is set out below.

2022

Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM . . . 4:30 p.m. on Monday, 19 September

Register of members of the Company closed for the determining members who are entitled to attend and vote at the EGM Tuesday, 20 September to Friday, 23 September (both days inclusive)

Latest time for lodging forms of proxy for the EGM 4:00 p.m. on Wednesday, 21 September

Record date for attendance and voting at the EGM. Friday, 23 September

Date and time of the EGM. 4:00 p.m. on Friday, 23 September

Publication of the announcement of the results of the EGM. Friday, 23 September

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this circular:

Effective date of the Share Consolidation. Tuesday, 27 September

Dealing in the Consolidated Shares commences 9:00 a.m. on Tuesday, 27 September

First day of free exchange of existing share certificates for new share certificates for Consolidated Shares Tuesday, 27 September

Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes 9:00 a.m. on Tuesday, 27 September

Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens. 9:00 a.m. on Tuesday, 27 September

Original counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of new share certificates for the Consolidation Shares) reopens 9:00 a.m. on Wednesday, 12 October

EXPECTED TIMETABLE

2022

Parallel trading in the Consolidated Shares
(in the form of new share certificates for the
Consolidated Shares and existing share certificates)
commences. 9:00 a.m. on Wednesday, 12 October

Designated broker starts to stand in the market
to provide matching services for odd lots of
the Consolidated Shares. 9:00 a.m. on Wednesday, 12 October

Designated broker ceases to stand in the market
to provide matching services for odd lots of
the Consolidated Shares 4:00 p.m. on Tuesday, 1 November

Temporary counter for trading in the Consolidated
Shares in board lots of 200 Consolidated Shares
(in the form of existing share certificates) closes. 4:10 p.m. on Tuesday, 1 November

Parallel trading in the Consolidated Shares (in the form
of new share certificates for the Consolidated Shares
and existing share certificates) ends. 4:10 p.m. on Tuesday, 1 November

Last day and time for free exchange of existing share
certificates for new share certificates for the
Consolidated Shares 4:30 p.m. on Monday, 7 November

Note: Shareholders whose names appear on the register of members of the Company on 23 September 2022 will be entitled to attend and vote at the EGM. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, 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, 19 September 2022.



**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)

Executive Directors:

Mr. Zeng Yunshu (*Chairman*)
Mr. Wong Choi Hing
Mr. Cai Hongwen
Mr. He Fei
Ms. Wei Haiyan

Registered Office:

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

Non-executive Director:

Mr. Feng Ke

Headquarters:

Level 35, Block A
Hong Long Century Plaza
Luohu District
Shenzhen, PRC

Independent Non-executive Directors:

Mr. Dai Yiyi
Mr. Guan Huanfei
Mr. Han Qinchun

Principal Place of Business in Hong Kong:

Room 1509, 15/F
Tower One, Silvercord
No. 30 Canton Road
Kowloon, Hong Kong

31 August 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION
AND
(2) NOTICE OF EGM**

INTRODUCTION

Reference is made to the announcement of the Company dated 17 August 2022 in respect of the proposed Share Consolidation. The purpose of this circular is to provide you with details of the proposed Share Consolidation as well as to give you the notice of the EGM to be convened.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.1 each.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$80,000,000 divided into 8,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 4,537,354,000 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares will be allotted, issued or repurchased from the Latest Practicable Date up to the date of the EGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$80,000,000 divided into 800,000,000 Consolidated Shares of par value of HK\$0.1 each, of which 453,735,400 Consolidated Shares will be in issue and will be fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Share Consolidation.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;

LETTER FROM THE BOARD

- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if any.

As at the Latest Practicable Date, none of the conditions precedent as set out above has been fulfilled.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Tuesday, 27 September 2022 being the second Business Day after the date of EGM.

Listing application

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, the Company has outstanding Share Options entitling the holders thereof to subscribe for a total of 65,240,000 Existing Shares under the share option scheme adopted by the Company on 30 May 2019 (the “**Share Option Scheme**”). Under the relevant terms and conditions thereof, the Share Consolidation may lead to adjustments to the exercise price and the number of shares falling to be issued upon exercise of the Share Options pursuant to the terms thereof.

LETTER FROM THE BOARD

Save as disclosed above, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares, as at the Latest Practicable Date.

Upon the Share Consolidation becoming effective, pursuant to the terms and conditions of the Share Option Scheme, the exercise price and the number of Shares to be issued upon full exercise of the outstanding Share Options granted under the Share Option Scheme will be adjusted in the following manner:

Grant date	As at the Latest Practicable Date		Immediately after the Share Consolidation becoming effective	
	<i>Number of Existing Shares to be issued upon exercise of the Share Options</i>	<i>Exercise price per Existing Share</i>	<i>Number of Existing Shares to be issued upon exercise of the Share Options</i>	<i>Exercise price per Existing Share</i>
12 June 2020 ⁽¹⁾	27,600,000	HK\$0.50	2,760,000	HK\$5.0
7 December 2020 ⁽²⁾	7,640,000	HK\$0.50	764,000	HK\$5.0
26 June 2022 ⁽³⁾	30,000,000	HK\$0.50	3,000,000	HK\$5.0
Total	<u>65,240,000</u>	<u>–</u>	<u>6,524,000</u>	<u>–</u>

Notes:

- (1) As at the Latest Practicable Date, the holders of the relevant Share Options include 36 employees of the Group. For details, please refer to the announcement of the Company dated 12 June 2020.
- (2) As at the Latest Practicable Date, the holders of the relevant Share Options include 12 employees of the Group. For details, please refer to the announcement of the Company dated 7 December 2020.
- (3) As at the Latest Practicable Date, the holder of the relevant Share Options includes one Director. For details, please refer to the announcement of the Company dated 26 June 2022.

Save for the above adjustments, all other terms and conditions of the outstanding Share Options granted under the Share Option Scheme remain unchanged.

As at the Latest Practicable Date, the total number of securities which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme is 112,084,400 Existing Shares. Subject to the Share Consolidation becoming effective, the total number of securities which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme is 11,208,440 Consolidated Shares.

LETTER FROM THE BOARD

No change in board lot size

The Existing Shares are currently traded on the Stock Exchange in board lot size of 2,000 Existing Shares. Upon the Share Consolidation becoming effective, the Consolidated Shares will continue to be traded in board lot size of 2,000 Consolidated Shares.

Based on the closing price of HK\$0.155 per Existing Share (equivalent to HK\$1.55 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of each board lot size of 2,000 Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$3,100.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares of the Company regardless of the number of share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots, if any, of the Consolidated Shares arising from the Share Consolidation, the Company has appointed BOCI Securities Limited, as agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Tuesday, 27 September 2022 to 4:00 p.m. on Tuesday, 1 November 2022. Shareholders who wish to take advantage of this facility should contact BOCI Securities Limited at 18/F, Grand Millennium, 181 Queen's Road Central, Hong Kong, Hong Kong (telephone number: (852) 2718 9630 during office hours (i.e. 9:00 a.m. to 4:00 p.m.) of such period).

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Free exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be on Tuesday, 27 September 2022, being the second Business Day immediately after the date of the EGM, Shareholders may on or after Tuesday, 27 September 2022 and until Monday, 7 November 2022 (both days inclusive), submit their existing share certificates in colour of blue for the

LETTER FROM THE BOARD

Existing Shares to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for exchange for new share certificates for the Consolidated Shares in colour of yellow on the basis of every ten (10) Existing Shares for one (1) Consolidated Share without any fractional Consolidated Shares, at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Company's Hong Kong branch share registrar for exchange of new share certificates.

After 4:10 p.m. on Tuesday, 1 November 2022, trading will only be in Consolidated Shares which share certificates will be issued in colour of yellow. Existing share certificates in colour of blue for the Existing Shares will cease to be valid for trading, settlement and registration purpose, but will remain valid and effective as evidence of title.

REASONS FOR THE PROPOSED SHARE CONSOLIDATION

Pursuant to the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 (the "**Guideline**"), the expected board lot value should be greater than HK\$2,000 per board lot taking into account the minimum transaction costs for a securities trade. As at the Latest Practicable Date, the closing price of each Existing Share is HK\$0.155, with a board lot size of 2,000 Existing Shares, the Company is trading below HK\$2,000 per board lot.

The Existing Share has been traded below HK\$1.0 for the past few years. In order to reduce transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposes to implement the Share Consolidation. It is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Consolidated Share. As such, it would enable the Company to comply with the trading requirements under the Listing Rules and the Guideline. Further, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the shares of the Company as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade. It is hoped that this will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor, and thus help to further broaden the shareholder base of the Company.

In determining the ratio for the Share Consolidation, the Company first considered to avoid the creation of the odd lots as much as possible and also reduce the possibility of creating the fractional entitlements. With reference to the information provided by the share registrar, the shareholdings of the majority of the Shareholders registered on the register of members of the Company represent a multiple of 10, and therefore the Company set the basis of 10 Existing Shares for 1 Consolidated Share as the reference point. To assess the fairness and reasonableness

LETTER FROM THE BOARD

of such ratio, the Company further considered other alternative ratios for the Share Consolidation and was of the view that (i) the ratios smaller than the 10:1 ratio (such as 5:1) would drive the expected value per board lot as at the Latest Practicable Date to less than HK\$2,000, and (ii) the ratios larger than the 10:1 ratio (such as 15:1) would create more odd lots. In light of the above, the Company considered that the basis of consolidation of every 10 Existing Shares into 1 Consolidated Share is a fair, reasonable and most appropriate ratio for the Share Consolidation and is in the best interests of the Company and its shareholders as a whole.

The Company has no intention to carry out other corporate action or arrangement that may affect the trading in the shares of the Company, including share consolidation, share subdivision and change in board lot size, in the next 12 months which would have a contradictory effect to the Share Consolidation. The Company does not have any current intention or plan to undertake any equity issues in the next 12 months.

It is expected that the Share Consolidation will increase the value of each board lot of the Consolidated Shares to more than HK\$2,000. The theoretical price per board lot size of 2,000 Consolidated Shares will be HK\$3,100. The Company considers that the Share Consolidation is justifiable and the Board is of the view that the Share Consolidation is beneficial to the Company and the Shareholders as a whole.

EGM

A notice convening the EGM to be held at Level 35, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC, on Friday, 23 September 2022 at 4:00 p.m. at which an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Share Consolidation is set out on pages EGM-1 to EGM-2 of this circular.

To the best knowledge of the Directors, no Shareholders have a material interest in the Share Consolidation and accordingly, no Shareholders will have to abstain from voting at the EGM.

Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, as soon as possible and in any event no less than 48 hours before the time appointed for holding the EGM (i.e. Wednesday, 21 September 2022 at 4:00 p.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, the resolution at the EGM shall be taken by way of poll and an announcement will be made by the Company on the results of 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 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, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the Share Consolidation is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution at the EGM.

Yours faithfully

For and on behalf of the Board

Guangdong – Hong Kong Greater Bay Area Holdings Limited

ZENG Yunshu

Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 the extraordinary general meeting (the “EGM”) of **Guangdong – Hong Kong Greater Bay Area Holdings Limited** (the “Company”) will be held at Level 35, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC, on Friday, 23 September 2022 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:

- (a) every ten (10) issued and unissued ordinary share of HK\$0.01 each in the existing share capital of the Company be consolidated into one (1) ordinary share of HK\$0.1 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company (the “**Share Consolidation**”);
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the Directors be and are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

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

Hong Kong, 31 August 2022

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such shareholder is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the branch share registrar of the Company 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 fixed for the holding of the extraordinary general meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Tuesday, 20 September 2022 to Friday, 23 September 2022, both days inclusive, during such period no transfer of Shares will be registered. In order to qualify for attendance of the EGM, all transfer forms 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, 19 September 2022.
4. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. As at the date of this notice, the Board comprises Mr. Zeng Yunshu, Mr. Wong Choi Hing, Mr. Cai Hongwen, Mr. He Fei and Ms. Wei Haiyan as executive Directors; Mr. Feng Ke as non-executive Director; and Mr. Dai Yiyi, Mr. Guan Huanfei and Mr. Han Qinchun as independent non-executive Directors.