

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**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. Dai Yiyi (“**Mr. Dai**”) has resigned as an independent non-executive Director, the chairman of the nomination committee (the “**Nomination Committee**”) and the member of the audit committee (the “**Audit Committee**”) of the Company with effect from 7 April 2023 due to other personal developments.

Mr. Dai has confirmed that he has no disagreement with the Board and that there are no other matters 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. Dai for his valuable contribution towards the Company during his tenure of service.

COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21 AND 3.27A 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. Rule 3.27A of the Listing Rules provides that the remuneration committee must be chaired by the chairman of the board or an independent non-executive director and comprise a majority of independent non-executive directors.

Since the resignation of Mr. Dai, the Board includes only two independent non-executive Directors, each of the Audit Committee and the Nomination Committee comprises only two members, and the Nomination Committee does not have a chairman nor a majority of independent non-executive directors.

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
Chairman and Executive Director

Hong Kong, 6 April 2023

As at the date of this announcement, the executive Directors are Mr. Zeng Yunshu, Mr. Wong Choi Hing, Mr. Cai Hongwen, Mr. He Fei and Ms. Wei Haiyan and the independent non-executive Directors are Mr. Dai Yiyi, Mr. Guan Huanfei and Mr. Han Qinchun.