YOUNGO粵港湾

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)

CLARIFICATION ANNOUNCEMENT

POSITIVE PROFIT ALERT

References are made to (i) the announcement of Guangdong – Hong Kong Greater Bay Area Holdings Limited (the "**Company**") dated 29 July 2025 (the "**Announcement**") in relation to, among other things, the Acquisition and the Whitewash Waiver; (ii) the announcement of the Company dated 19 August 2025 in relation to the delay in despatch of the circular for the Acquisition and the Whitewash Waiver; and (iii) the positive profit alert announcement of the Company dated 19 August 2020 ("the **Positive Profit Alert Announcement**"). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Announcement.

This clarification announcement is published in accordance with Practice Note 2 of the Takeovers Code. For the purpose of the Takeovers Code, the Positive Profit Alert Announcement is regarded as a profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by the Company's financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code.

Since the Positive Profit Alert Announcement is required to be made pursuant to Rule 13.09 of the Listing Rules and Part XIVA of the SFO, which requires the Company to issue a profit warning announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties in meeting the requirements set out in Rule 10.4 of the Takeovers Code. Accordingly, the Positive Profit Alert Announcement does not meet the standard required by Rule 10 of the Takeovers Code.

Pursuant to Rule 10.4 and Practice Note 2 of the Takeovers Code, the reports from the Company's financial advisers and auditors or accountants on the profit forecasts are required to be included in the next document (the "**Next Document**") to be sent to the shareholders of the Company (the "**Shareholders**"). The Next Document, being the circular for the Acquisition and the Whitewash Waiver, is expected to be despatched on or before 9 September 2025. As the unaudited interim results announcement of the Company for the six months ended 30 June 2025 is expected to be published by 29 August 2025, which is envisaged to be prior to the despatch of the Next Document to be sent to the Shareholders, the requirement of Rule 10 of the Takeovers Code to report on the

Positive Profit Alert Announcement is expected to be superseded by the publication of the unaudited interim results of the Company.

The Company confirms that due to inadvertent mistakes, the Positive Profit Alert Announcement failed to comply with the requirements under Rule 10 or Practice Note 2 of the Takeovers Code as it did not contain, amongst other things, the appropriate warnings and caution statements as required under the Takeovers Code therein. In addition, the Positive Profit Alert Announcement did not include the responsibility statement as required under Rule 9.3 of the Takeovers code. The Company will use its best endeavour to ensure future compliance with the Takeovers Code.

Save for the clarification stated in this announcement, all information in the Positive Profit Alert Announcement remains unchanged.

Shareholders and potential investors of the Company should note that the Positive Profit Alert Announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Positive Profit Alert Announcement in assessing the merits and demerits of the Acquisition. There is no assurance that the Acquisition will materialise or eventually be consummated. Shareholders and potential investors of the Company should also exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

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

Hong Kong, 21 August 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.

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and the Positive Profit Alert Announcement (the "**Announcements**") and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Announcements have been arrived at after due and careful consideration and there are no other facts not contained in the Announcements the omission of which would make any statement in the Announcements misleading.*