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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)

DESPATCH OF CIRCULAR IN RELATION TO (1) MAJOR TRANSACTION IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL IN THE TARGET COMPANY INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE; AND (2) APPLICATION OF WHITEWASH WAIVER

References are made to the announcement of Guangdong – Hong Kong Greater Bay Area Holdings Limited (the "**Company**") dated 29 July 2025, 19 August 2025 and 9 September 2025 (the "**Announcements**") in relation to, among other things, the Acquisition and the Whitewash Waiver. Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Announcements.

The circular ("**Circular**") containing, among other things, (i) further details of the Sale and Purchase Agreement and the transactions contemplated thereunder, including the Acquisition and the issue of the Consideration Shares under the Specific Mandate; (ii) details of the application for the Whitewash Waiver; (iii) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder and the Whitewash Waiver; (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (v) financial information and other information of the Group; (vi) the accountant's report of the Target Group; (vii) unaudited pro forma financial information of the Enlarged Group; (viii) the Valuation Report; (ix) other information as required under the Listing Rules and the Takeovers Code; and (x) a notice of the EGM, together with the related form of proxy for use at the EGM has been despatched to the Shareholders on 30 September 2025.

Shareholders are advised to read the Circular carefully, and in particular (without limitation to) the recommendation from the Independent Board Committee to the Independent Shareholders and the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders contained in the Circular. The EGM will be held at 10:30 a.m. on Tuesday, 21 October 2025 at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC, the details of which are set out in the notice of the EGM contained in the Circular.

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

Hong Kong, 30 September 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 confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.