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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) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 21 OCTOBER 2025; AND (2) GRANT OF WHITEWASH WAIVER

The Board is pleased to announce that the ordinary resolution and special resolution as set out in the Notice were duly passed by the Shareholders by way of poll at the EGM held on 21 October 2025.

Reference is made to the circular ("**Circular**") of Guangdong – Hong Kong Greater Bay Area Holdings Limited ("**Company**") and the notice of the EGM ("**Notice**") both dated 30 September 2025 in relation to, among other matters, the Acquisition and the Whitewash Wavier. Unless otherwise specified, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all resolutions as set out in the notice of the EGM were duly passed by way of a poll at the EGM held on Tuesday, 21 October 2025.

As at the date of the EGM, the total number of issued shares of the Company was 814,103,100 Shares. As disclosed in the Circular, China GBA Holdings, who held 414,665,566 Shares (representing approximately 50.94% of the total number of issued Shares as at the date of the EGM), is regarded as having a material interest in the resolutions proposed at the EGM, and therefore had abstained from voting at the EGM. Moreover, there were no treasury Shares held by the Company (including any treasury Shares held or deposited with the central clearing and settlement system) and as such no voting rights of treasury Shares were exercised at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM was 399,437,534 Shares.

Save as disclosed, there were (i) no other Shareholder that was required under the Listing Rules to abstain from voting at the EGM; (ii) no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM (as set out in Rule 13.40 of the Listing Rules); (iii)no Shares entitling the Shareholders to attend and voting only against the resolutions at the EGM and (iv) no Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the EGM.

ORDINARY RESOLUTION#		**Number of votes cast (Percentage of total number of votes cast)**	
		For	**Against**
1.	**THAT** (a) the Sale and Purchase Agreement (as defined in the circular dated 30 September 2025 despatched to the shareholders of the Company (the "**Circular**"), a copy of which has been produced to the EGM marked "A" and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;	270,016,219 (99.88%)	313,479 (0.12%)

ORDINARY RESOLUTION[#]		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
	(b) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited having granted approval for the listing of, and permission to deal in the Consideration Shares (as defined in the Circular), the grant of a specific mandate (the "**Specific Mandate**") which shall entitle the directors of the Company (the "**Directors**") to exercise all the powers of the Company to allot and issue the Consideration Shares (as defined in the Circular) to the Vendor (as defined in the Circular) (or as it may direct) pursuant to the terms and conditions of the Sale and Purchase Agreement be and is hereby approved, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and		
	(c) the Directors be and are hereby authorised to, on behalf of the Company, do all such acts and things, sign and execute (whether under common seal of the Company or otherwise) such documents or agreements or deeds and take all such steps and actions as they may in their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.		

SPECIAL RESOLUTION[#]		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
2.	**THAT** subject to and conditional upon (i) the passing of resolution numbered 1 in the this notice; and (ii) the grant of the waiver by the Executive Director of Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director of any obligation on the part of the Vendor to make a mandatory general offer to the holders of securities of the Company to acquire securities of the Company other than those already owned or agreed to be subscribed by the Vendor and the parties acting in concert with it which would otherwise arise under Rule 26.1 of the Takeovers Code (as defined in the Circular) (the "**Whitewash Waiver**") as a result of the allotment and issue of the Consideration Shares and the satisfaction of any conditions that may be imposed thereon: (a) to approve the grant of waiver of the obligation of the Vendor to make a general offer for all the Shares and other securities of the Company (other than those Shares and other securities owned or agreed to be acquired by the Vendor and parties acting in concert with it) as a result of the Completion in accordance with the Whitewash Waiver granted or to be granted by the Executive pursuant to Note 1 on dispensations to Rule 26 of the Takeovers Code; and (b) to authorize any one or more Directors to, do all such acts and things and execute all relevant documents under seal where applicable as he/she may consider necessary, expedient or desirable in connection with, to give effect to, or to consummate any matter relating to or in connection with the Whitewash Waiver and/or the transactions contemplated thereunder.	269,664,219 (99.75%)	665,479 (0.25%)

As more than 50% of the votes were cast in favour of the above ordinary resolution, the above ordinary resolution was duly passed at the EGM. As more than 75% of the votes were cast in favour of the above special resolution, the above special resolution was duly passed at the EGM.

Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar, was appointed as the scrutineer for the EGM.

All Directors attended the EGM in person or by electronic means. Mr. Han Qinchun, an independent non-executive Director (who is disinterested in the Acquisition and the Whitewash Waiver, and independent from and not acting in concert with the Vendor, China GBA Holdings, their ultimate beneficial owners and the parties acting in concert with any of them under the Takeovers Code), acted as the chairman of the EGM.

GRANT OF WHITEWASH WAIVER

The Executive conditionally granted the Whitewash Waiver on 16 October 2025, subject to the condition that the respective resolution(s) relating to the Whitewash Waiver on one hand, and the Acquisition on the other hand, being separately approved by at least 75% and more than 50%, respectively, of the votes cast by the Independent Shareholders at the EGM by way of poll.

As at the date of this announcement, the condition above has been fulfilled. Accordingly, the Vendor will not be required to make a mandatory general offer for all the Shares currently in issue in accordance with the Takeovers Code as a result of the allotment and issue of the Consideration Shares to the Vendor under the Acquisition.

As at the date of this announcement, save for the condition precedent that the Listing Committee shall have granted or agreed to grant the approval for the listing of and permission to deal in the Consideration Shares, all the conditions precedent to the Sale and Purchase Agreement have been fulfilled. The Company expects that Completion will take place on 23 October 2025.

Further announcement(s) will be made by the Company to keep its Shareholders and potential investors informed of any material development in relation to the Acquisition as and when appropriate.

CHANGES IN SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately following Completion (assuming that there is no change in the issued share capital of the Company from the date of this announcement and up to Completion other than the issue of the Consideration Shares):

Shareholders	**(i) As at the date of this Announcement**		**(ii) Immediately after Completion**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
China GBA Holdings *(Note 1)*	414,665,566	50.94	414,665,566	36.89
The Vendor	–	–	310,000,000	27.58
Other Public Shareholders	399,437,534	49.06	399,437,534	35.53
Total	814,103,100	100.00	1,124,103,100	100.00

Note:

1. China Guangdong – Hong Kong Greater Bay Area Holdings Limited ("**China GBA Holdings**") is owned as to 84% by Ruixinhaide Holdings Limited ("**RXHD Holdings**"), RXHD Holdings is owned as to 100% by Solid Wealth Holdings Limited ("**Solid Wealth**"), and Solid Wealth is owned as to 90% by Rich Grain Investments Limited ("**Rich Grain**"), which is in turn wholly-owned by Ms. Zeng Yan. By virtue of Part XV of the SFO, Ms. Zeng Yan is deemed to be interested in the 414,665,566 Shares through China GBA Holdings, RXHD Holdings, Solid Wealth and Rich Grain, representing approximately 50.94% of the issued shares of the Company. Furthermore, the spouse of Ms. Zeng Yan (Mr. Luo Jieping, an executive Director) is also deemed to be interested in the Shares which Ms. Zeng Yan is interested in under Part XV of the SFO.

As the Completion is subject to the satisfaction or waiver (where applicable) of the remaining Condition Precedent as set out above, the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 21 October 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.