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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)

COMPLETION OF 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

Reference is made to the circular of Guangdong – Hong Kong Greater Bay Area Holdings Limited ("**Company**") dated 30 September 2025 ("**Circular**") and the poll results announcement of the Company dated 21 October 2025 in relation to, among other things, the Acquisition and the Whitewash Waiver. Unless otherwise defined, terms used in this announcement shall have the same meaning as defined in the Circular.

The Board is pleased to announce that all the conditions precedent to the Acquisition have been fulfilled and the Completion took place on 23 October 2025 in accordance with the terms and conditions of the Sale and Purchase Agreement. Pursuant to the Sale and Purchase Agreement, the Company had allotted and issued 310,000,000 Consideration Shares to the Vendor at the issue price of HK$3.15 per Consideration Share.

Following Completion, each member of the Target Group has become a subsidiary of the Company and the financial results of the Target Group will be consolidated into the consolidated financial statements of the Company.

The following table sets out the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately following Completion:

Shareholders	**(i) Immediately prior to Completion**		**(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.

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

Hong Kong, 23 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.