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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary General Meeting (the "**EGM**") of Guangdong – Hong Kong Greater Bay Area Holdings Limited (the "**Company**") will be held at 17/F., Tower A, Hetao Innovation Center, Futian District, Shenzhen, the PRC on Thursday, 22 January 2026 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as the ordinary resolution of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 7 January 2026 (the "**Circular**")):

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without amendments, the following resolutions as the ordinary resolutions:

1. "**THAT**:

   subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") granting the approval for the listing of, and permission to deal in, the shares of the Company (the "**Shares**") which may fall to be issued and allotted pursuant to the vesting of any share awards (the "**Awards**") that may be granted under the share award scheme of the Company (the "**Scheme**") (the rules relating to which (the "**Scheme Rules**") have been produced to the meeting marked "A" and initialed by the chairman of the meeting for the purpose of identification), the Scheme be and is hereby approved and adopted and the Scheme Rules be and are hereby adopted as the rules of the Scheme, and that the directors of the Company (the "**Directors**") be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme including without limitation:

   (a) to give effect to and administer the Scheme as contemplated and in accordance with the Scheme Rules; and

(b) to allot, issue or otherwise deal in new Shares of the Company and to make or grant Awards under the terms of the Scheme Rules adopted by the Company pursuant to Chapter 17 of the Listing Rules; provided that the aggregate number of Shares allotted or agreed to be allotted by the Directors in respect of all the share options and awards to be granted under all share schemes of the Company (the "**Scheme Mandate Limit**") shall not exceed in aggregate 10% of the Shares in issue at the date of passing of this resolution or the relevant date of approval of the refreshment of the Scheme Mandate Limit."

2. "**THAT**:

the aggregate number of Shares allotted or agreed to be allotted by the Directors to Service Providers (as defined in the Scheme Rules) in respect of all the share options and awards to be granted under all share schemes of the Company (the "**Service Provider Sublimit**"), which shall not exceed in aggregate 1% of the Shares in issue as at the date of passing of this resolution or the relevant date of approval of the refreshment of the Service Provider Sublimit, be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit."

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

Hong Kong, 7 January 2026

Registered office:
PO Box 309, Ugland House
Grand Cayman KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong:
Unit 916, 9/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. All resolutions at the meeting will be taken by way of a poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands in which case every shareholder present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands) pursuant to the Listing Rules and the Articles of Association of the Company. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. A proxy form for the meeting is published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.youngogroup.com). A form of proxy for use at the EGM or any adjournment thereof is also enclosed. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

3. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

4. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.

5. For the purpose of determining the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 19 January 2026 to Thursday, 22 January 2026 (both days inclusive) for determining the eligibility of the Shareholders to attend and vote at the EGM. In order to qualify for attendance and voting at the EGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 16 January 2026.

6. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

8. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions at the EGM will be conducted by way of a poll.

9. If the EGM fails to be held due to any severe weather conditions occurring on the date of the EGM, the EGM will be adjourned. The Company will make announcement on the respective websites of the Stock Exchange and the Company in this regard as and when appropriate.

As at the date of this notice, 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.