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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) CHANGE OF DIRECTORS AND COMPOSITION OF
BOARD COMMITTEES;
AND
(2) NON-COMPLIANCE WITH THE LISTING RULES**

The Board announces that with effect from 9 January 2026:

- (i) Ms. Wei Haiyan has resigned as an executive Director, a member of each of the Nomination Committee and the Remuneration Committee;
- (ii) Mr. Guan Huanfei has resigned as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee ;
- (iii) Mr. Zhong Junhua has been appointed as an executive Director, a member of each of the Nomination Committee and the Remuneration Committee; and
- (iv) Dr. Qian He has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee.

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. Following the resignation of Ms. Wei, the Company will have a single gender Board, which will not be able to meet the board diversity requirement under Rule 13.92 of the Listing Rules. The Company will also be unable to meet the requirement under code provision B.3.5 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules which requires the Company to appoint at least one Director of a different gender to the Nomination Committee.

The Company will use its best endeavours to identify and appoint a suitable female candidate as a Director to meet the relevant requirements as soon as practicable, and in any event, within three months from the date of resignation of Ms. Wei.

RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Guangdong - Hong Kong Greater Bay Area Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces the resignation of the following Directors:

- (i) Ms. Wei Haiyan (“**Ms. Wei**”) has resigned as an executive Director and a member of each of the nomination committee (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 9 January 2026 due to her other work commitments; and
- (ii) Mr. Guan Huanfei (“**Mr. Guan**”) has resigned as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the audit committee of the Company (the “**Audit Committee**”) with effect from 9 January 2026 due to his other work commitments.

Each of Ms. Wei and Mr. Guan has confirmed that he/she has no disagreement with the Board and that there are no other matters in relation with his/her resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Ms. Wei and Mr. Guan for their valuable contribution towards the Company during their tenure of service.

APPOINTMENT OF NEW DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce the following appointments with effect from 9 January 2026:

- (i) Mr. Zhong Junhua (“**Mr. Zhong**”) has been appointed as an executive Director, a member of each of the Nomination Committee and the Remuneration Committee; and
- (ii) Dr. Qian He (“**Dr. Qian**”) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee.

The biographical details of the newly appointed Directors are set out below:

Mr. Zhong Junhua

Executive Director

Mr. Zhong, aged 45, graduated from Xi’an University of Posts and Telecommunications (西安郵電大學) in 2003 with a bachelor’s degree in computer science and technology. From July 2003 to date, Mr. Zhong has held different positions at various companies, he once served as the head of China Telecom Dongguan Branch* (中國電信股份有限公司東莞分公司), the director and general manager of Guangdong Zhixiang Information Technology Co., Ltd.*(廣東志享資訊

科技有限公司) and he is currently the director of Shenzhen Tiandun Data Technology Company Limited* (深圳天頓數據科技有限公司) (“**Shenzhen Tiandun**”). Mr. Zhong has accumulated over 20 years of extensive experience in the fields of telecommunications services, network security, data center development and operations, and artificial intelligence (“**AI**”) computing power services.

As disclosed in the circular of the Company dated 30 September 2025 (the “**Circular**”) in relation to the acquisition (the “**Acquisition**”) of Wisdom Knight Holdings Limited (the “**Target Company**”) and its subsidiaries (the “**Target Group**”), Mr. Zhong is the founder of the Target Group and a director of the Target Company, which is currently a wholly-owned subsidiary of the Company. In addition, Mr. Zhong also holds various directorships in the Target Group. For further information in relation to the Acquisition, please refer to the Circular.

The appointment of Mr. Zhong as an executive Director aligns with the Group’s dual business development strategy in infrastructure and AI businesses and will benefit the future AI business development and the long-term development of the Group.

As at the date of this announcement, Mr. Zhong is deemed to be interested in 310,000,000 shares of the Company, representing approximately 27.1% of the issued shares of the Company, through Champion Road Group Limited, a substantial shareholder of the Company (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) which is owned as to approximately 35.2% by Mr. Zhong.

Mr. Zhong has entered into a service agreement with the Company for a term of three years, unless either party issues a notice of termination not less than 30 days in advance, commencing from 9 January 2026. Mr. Zhong is subject to retirement by rotation and re-election at the annual general meeting at least once every three years pursuant to the articles of association of the Company (the “**Articles**”). Under the service agreement, Mr Zhong shall be entitled to receive a total remuneration package of RMB1,300,000 per annum, including a director’s fee of RMB100,000 per annum and salaries for his other positions in the Group of RMB1,200,000 per annum, together with discretionary bonus, allowances and other incentives (if any), which are determined by the Board with reference to his skills, experience and responsibilities with the Company and the current market conditions.

Save as disclosed above, as at the date of this announcement, Mr. Zhong (i) does not hold any other positions with any members of the Group; (ii) does not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas or any other major appointments and qualifications; (iii) is not otherwise related to any Directors, senior management of the Company or substantial or controlling shareholders of the Company (as defined in the Listing Rules); and (iv) does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Dr. Qian He

Independent non-executive Director

Dr. Qian, aged 62, obtained a bachelor's degree in semiconductor, a master's degree in semiconductor physics and devices and a doctoral degree in engineering from Xi'an Jiaotong University (西安交通大學) in the PRC in July 1984, July 1987, and December 1990, respectively. Dr. Qian has been teaching at Tsinghua University (清華大學) since January 2009 and is currently a tenured professor at the School of Integrated Circuits of Tsinghua University. Prior to that, he served as the director of Samsung Semiconductor (China) Research Institute (三星半導體(中國)研究所) from June 2006 to December 2008 and worked at Institute of Microelectronics of the Chinese Academy of Sciences (中國科學院微電子研究所) from December 1990 to May 2006, with his last position as its director.

Dr. Qian has been an independent director of (i) Beijing Memblaze Technology Co., Ltd. (北京憶恆創源科技股份有限公司) since June 2021; (ii) GRINM Semiconductor Materials Co., Ltd. (有研半導體硅材料股份公司, 688432.SH) since May 2021; and (iii) Ucap Cloud Information Technology Co., Ltd. (開普雲信息科技股份有限公司, 688228.SH) since late December 2025. Dr. Qian has also been an independent director of GigaDevice Semiconductor Inc. (兆易創新科技集團股份有限公司, 603986.SH) (“**GigaDevice**”) since December 2021 and is expected to be redesignated as an independent non-executive director with effect from the listing date of GigaDevice on the Stock Exchange (3986.HK).

Dr. Qian has entered into a letter of appointment with the Company for a term of one year unless either party issues a notice of termination not less than 14 days in advance, with effect from 9 January 2026. Dr. Qian is subject to retirement by rotation and re-election requirements pursuant to the Articles. Dr. Qian is entitled to receive a director's fee of HK\$180,000 per annum, which is determined by the Board with reference to his skills, experience and responsibilities with the Company and the current market conditions.

The Company is honoured to appoint technology expert Dr. Qian as an independent non-executive Director. His hardcore scientific research strength is expected to significantly enhance the Group's AI business in terms of industrial application and strategic advancement.

Save as disclosed above, as at the date of this announcement, Dr. Qian (i) does not hold any other positions with any members of the Group; and (ii) does not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas or any other major appointments and qualifications. Dr. Qian is not otherwise related to any Directors, senior management of the Company or substantial or controlling shareholders of the Company (as defined in the Listing Rules), and does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Dr. Qian has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Group or any connection with any core

connected person (as defined in the Listing Rules) of the Company; and (iii) that there is no other factors that may affect his independence at the time of his appointment.

The Board is not aware of any other matter in relation to the appointment of the above Directors that needs to be brought to the attention of the shareholders of the Company, and, save as disclosed in this announcement, there is no other information in respect of their respective appointment which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome the new Directors in joining the Board.

NON-COMPLIANCE WITH THE LISTING RULES

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. Following the resignation of Ms. Wei, the Company will have a single gender Board, which will not meet the board diversity requirement under Rule 13.92 of the Listing Rules. The Company will also be unable to meet the requirement under code provision B.3.5 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules which requires the Company to appoint at least one Director of a different gender to the Nomination Committee.

The Company will use its best endeavours to identify and appoint a suitable female candidate as a Director to meet the relevant requirements as soon as practicable, and in any event, within three months from the date of resignation of Ms. Wei. The Company will make further announcement(s) as and when appropriate.

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

Hong Kong, 9 January 2026

As at the date of this announcement, the executive Directors of the Company are Mr. Luo Jieping, Mr. Zhong Junhua and Mr. He Fei; and the independent non-executive Directors of the Company are Mr. Han Qinchun, Mr. Chen Yangsheng and Dr. Qian He.

**For identification purposes only*