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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 SUBSCRIPTION OF  
NEW SHARES UNDER GENERAL MANDATE**

Reference is made to the announcement (the “**Announcement**”) of Guangdong – Hong Kong Greater Bay Area Holdings Limited (the “**Company**”) dated 3 February 2026 in relation to, among others, the Subscription Agreements. Unless the contexts require otherwise, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

**COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that as the conditions precedent as set out in the Subscription Agreements have been satisfied, completion of each of the Subscription Agreements (the “**Completion**”) took place on 9 February 2026 in accordance with the terms and conditions of the respective Subscription Agreements. An aggregate of 15,311,005 and 5,000,000 Subscription Shares, representing approximately 1.32% and 0.43% of the issued capital of the Company as enlarged by the allotment and issue of such Subscription Shares, have been allotted and issued to the Subscriber A and the Subscriber B, respectively, at the Subscription Price of HK\$6.00 per Subscription Share.

**EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY FOLLOWING  
COMPLETION OF THE SUBSCRIPTIONS**

Set out below are the shareholding structures of the Company immediately before and after the Completion, which supersede those disclosed in the Announcement in their entirety:

Name of Shareholder	Immediately before the Completion		Immediately after the Completion	
	Number of Shares	Approx. %	Number of Shares	Approx. %
China Guangdong – Hong Kong Greater Bay Area Holdings Limited <sup>(Note 1)</sup>	414,665,566	36.26	414,665,566	35.62
Champion Road Group Limited <sup>(Note 2)</sup>	310,000,000	27.10	310,000,000	26.63
The Subscriber A	39,663,800	3.47	54,974,805	4.72
The Subscriber B	-	-	5,000,000	0.43
Other public Shareholders	379,410,097	33.17	379,410,097	32.60
<b>Total</b>	<b>1,143,739,463</b>	<b>100.00</b>	<b>1,164,050,468</b>	<b>100.00</b>

*Notes:*

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 35.62% of the issued shares of the Company as at the date of this announcement. 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.
2. Champion Road Group Limited (“**Champion Road**”) is owned as to approximately 35.2% by Mr. Zhong Junhua, an executive Director, and by virtue of Part XV of the SFO, he is deemed to be interested in such Shares owned by Champion Road.

The Directors confirm that, immediately after the Completion, the public float of the Company remains no less than 25% of the Company’s issued share capital as enlarged by the allotment and issue of the Subscription Shares.

By order of the Board of  
**GUANGDONG – HONG KONG GREATER BAY AREA  
HOLDINGS LIMITED**  
**LUO Jieping**  
*Chairman and Executive Director*

Hong Kong, 9 February 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 Dr. Han Qinchun, Mr. Chen Yangsheng and Dr. Qian He.*