If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, registered institution in securities, a bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Guangdong – Hong Kong Greater Bay Area Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

YOUNGO粤港湾

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)

(I) PROPOSED CHANGE OF COMPANY NAME AND (II) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

A notice of the EGM to be held at 17/F., Tower A, Hetao Innovation Center, Futian District, Shenzhen, the PRC on Thursday, 2 April 2026 at 10:30 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular.

Whether or not you intend to attend the EGM (or any adjournment thereof), you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

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.

12 March 2026

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In this circular, unless the context otherwise requires, the following terms or expressions shall have the following meanings:

"AI"	artificial intelligence
"Board"	the board of Directors of the Company from time to time
"Company"	Guangdong – Hong Kong Greater Bay Area Holdings Limited (粵港灣控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, and the shares of which are listed on the main board of the Stock Exchange (stock code: 1396)
"Director(s)"	the director(s) of the Company from time to time
"EGM" or "Extraordinary General Meeting"	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, pass resolution(s) to approve, among other things, the Proposed Change of Company Name
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of The People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
"Proposed Change of Company Name"	the proposed change of the English name of the Company from "Guangdong – Hong Kong Greater Bay Area Holdings Limited" to "Greater Bay Area AI Computing Tech Co., Ltd." and the dual foreign name in Chinese from "粵港灣控股有限公司"to "粵港灣智算科技有限公司"

"Share(s)"	the ordinary share(s) of HK$0.1 each in the capital of the Company (or, if there has been a consolidation, reduction, re-classification, sub-division or reconstruction of the share capital of the Company, shares forming part of the equity share capital of the Company of such revised amount as shall result from such sub-division, consolidation, reduction, re-classification or reconstruction of such ordinary shares from time to time)
"Shareholder(s)"	the holder(s) of Share(s) from time to time
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

References to time and dates in this circular are to Hong Kong time and dates.

The English text of this circular, the notice of the EGM and accompanying form of proxy shall prevail over their respective Chinese text in case of inconsistency.

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)

Executive Directors:
Mr. Luo Jieping *(Chairman)*
Mr. Zhong Junhua
Mr. He Fei *(CEO)*

Independent non-executive Directors:
Dr. Han Qinchun
Mr. Chen Yangsheng
Dr. Qian He

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

Headquarters:
17/F., Tower A
Hetao Innovation Center
Futian District, Shenzhen, the PRC

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

12 March 2026

To the Shareholders

Dear Sir/Madam,

(I) PROPOSED CHANGE OF COMPANY NAME AND (II) NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 2 March 2026 in respect of the Proposed Change of Company Name. The purpose of this circular is provide the Shareholders information in respect of the special resolution to be proposed at the EGM regarding the Proposed Change of Company Name and notice for convening the EGM.

2. THE PROPOSED CHANGE OF COMPANY NAME

The Board has proposed to change the English name of the Company from "Guangdong – Hong Kong Greater Bay Area Holdings Limited" to "Greater Bay Area AI Computing Tech Co., Ltd.", and to change its dual foreign name in Chinese from "粵港灣控股有限公司" to "粵港灣智算科技有限公司"

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders at the EGM; and (ii) the approval of the Registrar of Companies in the Cayman Islands by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions as set out above, the Proposed Change of Company Name will take effect upon the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming that the new name has been registered. The Company will then carry out the necessary filing procedures in relation to the Proposed Change of Company Name with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the current strategic direction of the Group. Following completion of the acquisition of Wisdom Knight Holdings Limited as disclosed in the Company's announcement dated 23 October 2025, the Group has been actively engaging in the AI industry and related fields, pursuing a dual-track business development strategy encompassing "infrastructure and AI business".

Accordingly, the Board believes that the new English and Chinese names of the Company will better reflect and highlight the Company's strategic business plan, and provide the Company with a new corporate image which will benefit the Company's future development. The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

All existing share certificates in issue bearing existing name of the Company will, after the Proposed Change of Company Name, continue to be evidence of legal title and valid for all purposes (including for the purposes of trading, settlement, registration and delivery). Accordingly, there will not be any arrangement for the exchange of the share certificates of the Company under its existing name for new share certificates under the new name of the Company. Once the Proposed Change of Company Name becomes effective, share certificates of the Company will be issued only in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the Company will change the English and Chinese stock short names of the Company for trading in the securities on the Main Board of the Stock Exchange after the Proposed Change of Company Name becomes effective.

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Group's daily business operations and its financial position. The stock code of the Company will remain as "1396".

3. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

4. EXTRAORDINARY GENERAL MEETING

The Company will convene the EGM to be held at 17/F., Tower A, Hetao Innovation Center, Futian District, Shenzhen, the PRC on Thursday, 2 April 2026 at 10:30 a.m. to consider and, if thought fit, approve, among other things, the Proposed Change of Company Name.

The notice of the EGM, as set out on pages EGM-1 to EGM-3 of this circular, is also available at the respective websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.youngogroup.com).

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions set out in the notice of the EGM will be put to vote by way of poll at the EGM. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the special resolution to be proposed at the EGM.

A form of proxy for use at the EGM is enclosed with this circular and is also published on the website of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.youngogroup.com). Whether or not you propose to attend the EGM, you are requested to complete the form of proxy and return it to 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 as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

5. CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from 30 March 2026 to 2 April 2026, both days inclusive, during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on 30 March 2026 will be entitled to attend and vote at the EGM. In order to qualify for the entitlement to attend and vote at the EGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's branch registrar and transfer office 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 not later than 4:30 p.m. on 27 March 2026.

6. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

7. GENERAL

Further announcement(s) will be made by the Company as and when appropriate in relation to, among other things, the poll results of the EGM, the effective date of the Proposed Change of Company Name, and the corresponding change of English and Chinese stock short names of the Company under which the shares of the Company will be traded on the Main Board of the Stock Exchange.

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

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, 2 April 2026 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as a special 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 12 March 2026 (the "**Circular**")):

SPECIAL RESOLUTION

"**THAT** the English name of the Company be changed from "Guangdong – Hong Kong Greater Bay Area Holdings Limited" to "Greater Bay Area AI Computing Tech Co., Ltd.", and the Chinese name of the Company be changed from "粵港灣控股有限公司"to "粵港灣智算科技有限公司" (together, the "**Proposed Change of Company Name**") with effect from the close of the EGM, and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.

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

Hong Kong, 12 March 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 resolution(s) 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 30 March 2026 to 2 April 2026 (both days inclusive) for determining the eligibility of the Shareholders to attend and vote at the EGM. Shareholders whose names appear on the register of members of the Company on 30 March 2026 will be entitled 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, 27 March 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. 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.