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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state of the United States or other jurisdiction. The securities are being offered and sold outside the United States in reliance on Regulation S under the Securities Act and may not be offered or sold within the United States absent registration or an exemption from registration under the Securities Act. No public offering of the securities will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any part of the offering in the United States.*

YOUNGO 粵港湾

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)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is issued by Guangdong – Hong Kong Greater Bay Area Holdings Limited (the "**Company**") pursuant to Rule 13.10B of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Please refer to the attached announcement dated 31 March 2026 (the "**Announcement**") of the Company which has been published on the website of the Singapore Exchange Securities Trading Limited.

The posting of the Announcement on the website of the Stock Exchange is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

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

Hong Kong, 31 March 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.

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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)
(the "Company")

CONSENT REQUEST RELATING TO
ZERO COUPON MANDATORY CONVERTIBLE BONDS DUE 2026
(ISIN: XS3079548692 / Common Code: 307954869)
(the "Bonds")

Background

Capitalised terms used herein bear the same meanings as those set out in the trust deed dated 10 June 2025 by and between the Company and GLAS Trustees Limited (the "**Trustee**") governing the Bonds (the "**Trust Deed**").

Condition 5(B)(viii) of the Bonds provides that upon conversion and issuance, 70% of the relevant shares shall be subject to the Lock-up Restrictions (as defined in the Conditions), which shall be lifted with respect to 3/7 of such shares on the date falling 12 months after the Mandatory Conversion Date and with respect to the remaining 4/7 of such shares on the date falling 24 months after the Mandatory Conversion Date.

In order to help monitor the compliance with the Lock-up Restrictions set out in Condition 5(B)(viii), the Company is proposing to appoint Madison Pacific Trust Limited as escrow agent (the "**Escrow Agent**") and make other amendments to the Conditions, the Trust Deed and the Agency Agreement (the "**Amendments**") as set out in Appendix A to the Company's Notice of Proposed Written Resolution and Amendments dated 31 March 2026 (the "**Consent Request**").

The Company is of the view that, other than inclusion of the escrow arrangement to help monitor the compliance with the Lock-up Restrictions set out in Condition 5(B)(viii), the Amendments do not alter the substance of the existing Lock-up Restrictions under Condition 5(B)(viii) or otherwise amend the terms and conditions of the Bonds.

Request

Pursuant to Condition 12 (*Meetings of Bondholders, Modification and Waiver*) and the provisions of Schedule 3 (*Provisions for Meetings of Bondholders*) to the Trust Deed:

- the Amendments require the sanction of the Bondholders by way of an Extraordinary Resolution; and

- a written resolution approved by or on behalf of the holders of not less than 75 per cent. of the aggregate principal amount of Bonds outstanding by way of electronic consents communicated through the electronic communications systems of Euroclear and Clearstream in accordance with their operating rules and procedures (the "**Electronic Consent**") shall be as valid and effective as a duly passed Extraordinary Resolution.

The Company therefore requests that Bondholders who hold Bonds in an aggregate principal amount not less than 75 per cent. of the aggregate principal amount of Bonds outstanding (the "**Super Majority Bondholders**") consent to, and direct, request and require the Trustee to concur in, the Amendments.

Super Majority Bondholders are requested to consent to the Amendments by:

a) instructing Euroclear/Clearstream to block the Bonds held by you in your account until the earlier of (i) the Amendments becoming effective and (ii) the termination by the Company of the Consent request; and

b) approve the proposed written resolution as set out in Appendix B to the Consent Request by giving an Electronic Consent through Euroclear/Clearstream.

No consent fee will be paid in relation to the Extraordinary Resolution.

If approved by the Super Majority Bondholders, the proposed Amendments shall be effected by way of the execution of (i) a deed supplemental to the Trust Deed (the "**Supplemental Trust Deed**") substantially in the form as set out in Appendix C to the Consent Request, (ii) an agreement supplemental to the Agency Agreement (the "**Supplemental Agency Agreement**") substantially in the form as set out in Appendix D to the Consent Request; and (iii) an escrow agreement (the "**Escrow Agreement**") substantially in the form as set out in Appendix E to the Consent Request. All Bondholders, including non-consenting Bondholders, for the Bonds will be bound by the terms of the Supplemental Trust Deed, Supplemental Agency Agreement and Escrow Agreement. Regardless of whether the proposed Amendments become effective, the Bonds will remain outstanding in accordance with all other terms of the Bonds and the Indenture.

GLAS Agency (Hong Kong) Limited is appointed by the Company as the consent solicitation agent (the "**Consent Solicitation Agent**") for the purposes of the Consent Request.

The Consent Solicitation Agent will assist the Bondholders that require assistance in connection with the Extraordinary Resolution. The Consent Solicitation Agent can be contacted via email: LMAPAC@glas.agency.

THE DEADLINE FOR THIS ACTION IS 4:00 P.M. LONDON TIME ON 10 APRIL 2026. SUCH DEADLINE MAY BE EXTENDED TO A DATE NOT LATER THAN 18 MAY 2026 BY THE COMPANY AT ITS SOLE DISCRETION.

For a detailed statement of the terms and conditions of the proposed consent request, Bondholders should refer to the Consent Request.

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

Chairman and Executive Director

31 March 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.