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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) RE-COMPLIANCE WITH THE LISTING RULES**

The Board announces that with effect from 8 April 2026:

- (i) Mr. Chen Yangsheng has resigned as an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee; and
- (ii) Dr. Liu Xiaoyan has been appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee.

Following the appointment of Dr. Liu as an independent non-executive Director and the chairman of the Nomination Committee becoming effective, the Company shall re-comply with the requirement of Rule 13.92 of the Listing Rules. The Company will also be able 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.

RESIGNATION OF 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 that Mr. Chen Yangsheng (“**Mr. Chen**”) has resigned as an independent non-executive Director, the chairman of the nomination committee of the Company (the “**Nomination Committee**”) and a member of the audit committee of the Company (the “**Audit Committee**”) with effect from 8 April 2026 due to his other work commitments.

Mr. Chen has confirmed that he has no disagreement with the Board and that there are no other matters in relation with his 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 Mr. Chen for his valuable contribution towards the Company during his tenure of service.

APPOINTMENT OF NEW DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that Dr. Liu Xiaoyan (“**Dr. Liu**”) has been appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee with effect from 8 April 2026. The biographical details of Dr. Liu are set out below:

Dr. Liu Xiaoyan (劉曉彥博士)

Independent non-executive Director

Dr. Liu, aged 60, received her Bachelor of Science, Master of Science, and Doctor of Science degrees from Peking University in 1988, 1991, and 2001, respectively. Since 1991, Dr. Liu has been teaching at Peking University, where she is currently a Professor, Doctoral Supervisor, and Deputy Dean of the School of Integrated Circuits. Her long-term research focuses on physical effect modeling and simulation in micro-nano-electronics, as well as collaborative design methodologies for novel computing. She has published more than 200 academic papers, including over 30 in top-tier conferences and journals such as IEDM and IEEE EDL. She also holds more than 50 invention patents and over 20 software copyrights, five of which have been transferred through software licensing. Dr. Liu has been awarded the Second Prize of the National Technological Invention Award, the First Prize of the Beijing Invention Award, and the Second Prize of the Ministry of Education’s Natural Science Award.

Dr. Liu has entered into a letter of appointment with the Company, effective from 8 April 2026 for a term of one year, subject to termination by either party upon not less than 14 days’ prior notice. Dr. Liu is subject to retirement by rotation and re-election requirements pursuant to the articles of association of the Company. Dr. Liu is entitled to receive a director’s fee of HK\$180,000 per annum, which is determined by the Board with reference to her professional expertise, experience and responsibilities with the Company and the current market conditions.

The Company is pleased to appoint Dr. Liu, an expert in the field of integrated circuits, as an independent non-executive Director. Dr. Liu’s profound knowledge in micro-nano-electronics and novel computing will support the Group in optimising foundational computing architecture and accelerating the commercialisation of technologies, thereby strengthening industry barriers. Leveraging her academic influence, Dr. Liu will also contribute to building an innovation ecosystem and talent moat, driving the Group’s artificial intelligence (AI) business strategy upgrade and long-term sustainable development.

Save as disclosed above, as at the date of this announcement, Dr. Liu (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. Liu is not otherwise related to any Directors, senior management of the Company or substantial or controlling shareholders of the Company (as defined in the the Rules Governing the Listing of Securities on the Stock Exchange (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. Liu has confirmed (i) her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that she 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 her independence at the time of her appointment.

The Board is not aware of any other matter in relation to the appointment of Dr. Liu that needs to be brought to the attention of the shareholders of the Company, and there is no other information in respect of Dr. Liu’s 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 Dr. Liu in joining the Board.

RE-COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcement of the Company dated 9 January 2026 in relation to, among other things, the Company’s then non-compliance with Rule 13.92 of the Listing Rules.

Following the appointment of Dr. Liu as an independent non-executive Director and the chairman of the Nomination Committee becoming effective, the Company shall re-comply with the requirement of Rule 13.92 of the Listing Rules. The Company will also be able 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.

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

Hong Kong, 2 April 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.