THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
(II) PROPOSED RE-ELECTION OF DIRECTORS
(III) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING

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

A letter from the Board is set out on pages 4 to 10 of this circular. A notice convening the AGM to be held at 17th Floor, Block A, Hetao Innovation Center, Futian District, Shenzhen, the PRC on Wednesday, 17 June 2026 at 10:30 a.m. is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published at the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.youngogroup.com.

Whether or not you intend to attend the AGM (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 AGM 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 AGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

Holders of treasury Shares, if any, have no voting rights at the general meeting(s) of the Company.

27 April 2026

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NOTICE OF AGM AGM-1

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

"AGM"	annual general meeting of the Company to be held and convened at 17th Floor, Block A, Hetao Innovation Center, Futian District, Shenzhen, the PRC on Wednesday, 17 June 2026 at 10:30 a.m.
"AGM Notice"	the notice convening the AGM as set out on pages AGM-1 to AGM-6 of this circular
"Articles"	the articles of association of the Company as amended, supplemented or modified from time to time
"associates"	has the meaning ascribed thereto in the Listing Rules
"Board"	the board of Directors
"Business Day"	a day (excluding Saturday, Sunday and any day on which "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is issued or remains issued between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon or on which a "black" rainstorm warning is in effect or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
"Companies Act"	the Companies Act (Revised) of the Cayman Islands as amended from time to time
"Company"	Guangdong – Hong Kong Greater Bay Area Holdings Limited (粵港灣控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1396)
"connected person(s)"	has the meaning ascribed thereto in the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with any Shares (including any sale or transfer of treasury Shares, if any) or securities convertible into Shares and to make an offer or agreement or grant an option (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power, during the period as set out in the proposed ordinary resolution No. 5 of the AGM Notice, up to a maximum of 20% of the total number of Shares of the Company in issue (excluding any treasury Shares, if any) as at the date of passing of the relevant resolution
"Latest Practicable Date"	24 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase, during the period as set out in the proposed ordinary resolution No. 6 of the AGM Notice, up to a maximum of 10% of the total number of Shares of the Company in issue (excluding any treasury Shares, if any) as at the date of passing of the relevant resolution
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s) from time to time

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs
"%"	per cent

The English text of this circular, the notice of the AGM 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
Dr. Qian He
Dr. Liu Xiaoyan

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

Headquarters:
17/F, Block A
Hetao Innovation Center
Futian District
Shenzhen, 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

27 April 2026

To the Shareholders

Dear Sir/Madam,

(I) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
(II) PROPOSED RE-ELECTION OF DIRECTORS
(III) PROPOSED RE-APPOINTMENT OF AUDITOR
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the notice of AGM together with the all the information in relation to the resolutions to be proposed at the AGM on, amongst other things, (i) the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the re-appointment of auditor of the Company, so as to enable you to make an informed decision on whether to vote for or against the resolutions relating to these matters at the AGM.

PROPOSED ISSUE MANDATE

On 20 June 2025, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares or securities convertible into Shares and to make an offer or agreement or grant offers, agreements and options which would or might require the exercise of such powers. Such mandate will lapse at the conclusion of the AGM.

Moreover, pursuant to the Consultation Conclusions published by the Stock Exchange on 12 April 2024, proposed amendments to the Listing Rules relating to treasury shares have come into effect on 11 June 2024, which provide for, among other things, (i) the removal of the requirement on issuers to cancel repurchased shares, such that issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents; (ii) the resale of treasury shares by an issuer to follow the Listing Rules that currently apply to an issue of new shares; and (iii) the exclusion of treasury shares from an issuer's issued or voting shares under various parts of the Listing Rules.

In view of the above and in order to ensure flexibility and give discretion to the Directors in the event that it becomes desirable to issue any Shares (including any sale or transfer of treasury Shares), approval is intended to be sought at the AGM from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. As at the Latest Practicable Date, the Directors have no immediate plans to issue any new Shares pursuant to the proposed Issue Mandate.

At the AGM, an ordinary resolution set out in resolution No. 5 of the AGM Notice will be proposed to the Shareholders to consider and, if thought fit, grant the Directors the Issue Mandate, a general and unconditional mandate to allot, issue and deal with Shares (including any sale or transfer of treasury Shares, if any) or securities convertible into Shares and to make an offer or agreement or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, up to a maximum of 20% of the total number of Shares of the Company in issue (excluding any treasury Shares, if any) as at the date of passing of the relevant resolution in relation to such general mandate.

The proposed Issue Mandate, if granted, will remain in effect until the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or regulations or the Articles; and

(iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the issued share capital of the Company was HK$118,390,945 divided into 1,183,909,445 Shares with par value of HK$0.1 each. Subject to passing of the resolution approving the Issue Mandate and assuming that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the AGM, the Directors will be authorised to issue (or transfer out of the treasury) a maximum of 236,781,889 Shares under the Issue Mandate.

PROPOSED REPURCHASE MANDATE

On 20 June 2025, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to exercise all the powers of the Company to repurchase its own Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution set out in resolution No. 6 of the AGM Notice will be proposed to the Shareholders to consider and, if thought fit, grant the Directors the Repurchase Mandate, a general and unconditional mandate to exercise all the powers of the Company to repurchase (and either cancel or hold in treasury, where applicable) Shares on the Stock Exchange (or any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose), subject to and in accordance with the rules and regulations of the SFC, applicable laws of the Cayman Islands and all applicable laws and/or the requirements under the Listing Rules or equivalent rules or regulations of any other stock exchange as amended from time to time. Under such Repurchase Mandate, the maximum number of Shares that the Company may be repurchased shall not exceed 10% of the total number of Shares in issue (excluding any treasury Shares, if any) as at the date of passing of the relevant resolution in relation to such general mandate.

The proposed Repurchase Mandate, if granted, will remain in effect until the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or regulations or the Articles; and

(iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the issued share capital of the Company was HK$118,390,945 divided into 1,183,909,445 Shares with par value of HK$0.1 each. Subject to passing of the resolution approving the Repurchase Mandate and assuming that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the AGM, and that the Company does not have any treasury Shares, the Directors will be authorised to repurchase a maximum of 118,390,945 Shares under the Repurchase Mandate.

An explanatory statement containing information regarding the Repurchase Mandate as required under Rule 10.06(1)(b) of the Listing Rules is set out in Appendix I to this circular. The explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM. As at the Latest Practicable Date, the Directors have no immediate plans to exercise the proposed Repurchase Mandate.

In addition, a separate ordinary resolution (set out in resolution No. 7 of the AGM Notice) will also be proposed at the AGM to add to the number of Shares which may be allotted, issued or otherwise dealt with pursuant to the Issue Mandate (including sell or transfer any treasury Shares), those Shares repurchased (if any) by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Articles 16.2 and 16.3 of the Articles, any Director appointed by the Board of the Company or by an ordinary resolution either to fill a casual vacancy or as an addition to the Board shall hold office only until the next annual general meeting and shall then be eligible for re-election. On 9 January 2026 and 8 April 2026, the Board of the Company appointed Mr. Zhong Junhua as an executive Director, appointed Dr. Qian He as an independent non-executive Director and appointed Dr. Liu Xiaoyan as an independent non-executive Director. Accordingly, the Board has resolved to propose ordinary resolutions at the annual general meeting to approve the re-election of Mr. Zhong Junhua as an executive Director, the appointments of Dr. Qian He as an independent non-executive Director and the appointment of Dr. Liu Xiaoyan as an independent non-executive Director.

Pursuant to Article 16.18 of the Articles, at every annual general meeting, one-third of the Directors for the time being shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed by the Board or by an ordinary resolution of the Company either to fill a casual vacancy or as an addition to the Board shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall be eligible for re-election at the annual general meeting. Accordingly, Mr. Luo Jieping and Dr. Han Qinchun shall retire from office at the AGM by rotation, and being eligible, have offered themselves for re-election at the AGM.

At the AGM, ordinary resolutions set out in resolution No. 2 of the AGM Notice will be proposed to re-elect (i) Mr. Luo Jieping as an executive Director; (ii) Mr. Zhong Junhua as an executive Director; (iii) Dr. Han Qinchun as an independent non-executive Director; (iv) Dr. Qian He as an independent non-executive Director; and (v) Dr. Liu Xiaoyan as an independent non-executive Director.

The re-election of Directors has been reviewed by the Nomination Committee and having considered the Board composition, the nomination policy of the Company and the objective criteria for the nominations include but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the board diversity policy of the Company, the independent and valuable opinion during the directors' meetings and committees' meetings provided and other factors of Mr. Luo Jieping and Dr. Han Qinchun, the Nomination Committee recommended to the Board that the re-election be proposed for Shareholders' approval at the AGM. Based on the above, the nominations were made as it is satisfied that each of Mr. Luo Jieping, Mr. Zhong Junhua, Dr. Han Qinchun, Dr. Qian He and Dr. Liu Xiaoyan possesses the required character, integrity and experience to continuously fulfil their respective roles effectively as executive Director and independent non-executive Director respectively. Besides, each of Dr. Han Qinchun, Dr. Qian He and Dr. Liu Xiaoyan has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules and provided confirmation of independence to the Company, and the Board considers that each of them is independent.

The Board believes that respective re-election of Mr. Luo Jieping and Mr. Zhong Junhua as executive Directors, and Dr. Han Qinchun, Dr. Qian He and Dr. Liu Xiaoyan as independent non-executive Directors would bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business, and correspondingly, be in the best interest of the Company and the Shareholders as a whole. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Mr. Luo Jieping, Mr. Zhong Junhua, Dr. Han Qinchun, Dr. Qian He and Dr. Liu Xiaoyan to stand for re-election as Directors at the AGM.

Biographical details of the Directors to be re-elected (as required to be disclosed pursuant to the Listing Rules) are set out in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITORS

Prism Hong Kong Limited is proposed to be re-appointed as the independent auditors of the Company to hold office until the conclusion of the next annual general meeting at the AGM in accordance with the ordinary resolutions set out in resolution No. 4 of the AGM Notice, and it is also proposed that the Board be authorised to fix their remuneration for the year of 2026. The estimated audit fee agreed with Prism Hong Kong Limited for the audit services for the year ending 31 December 2026 shall be approximately HK$1,850,000, which was estimated based on complexity and business plan of the Group, expected audit scope, audit timetable and auditor's resources.

ANNUAL GENERAL MEETING

The Company will convene the AGM at 17th Floor, Block A, Hetao Innovation Center, Futian District, Shenzhen, the PRC, on Wednesday, 17 June 2026 at 10:30 a.m. at which the above resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions in the AGM Notice as set out on pages AGM-1 to AGM-6 of this circular.

Closure of Register of Members

For the purpose of determining the shareholders entitled to attend and vote at the annual general meeting, The register of members of the Company will be closed from Friday, 12 June 2026 to Wednesday, 17 June 2026, both days inclusive, during such period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on 17 June 2026 will be entitled to attend and vote at the annual general meeting. In order to qualify for attendance of the AGM, all 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 Thursday, 11 June 2026.

Proxy Arrangement

A form of proxy for use at the AGM is enclosed and such form of proxy is also published at the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.youngogroup.com. Whether or not you propose to attend the AGM, 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 AGM 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 AGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

Voting by Poll

There is no Shareholder who has any material interest in the proposed resolutions at the AGM, and therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles, 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. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Treasury Shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, treasury Shares (if any) pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's general meeting(s).

RECOMMENDATION

The Directors consider that the above proposed resolutions referred to in this circular and the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions as set out in the AGM Notice.

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 enquires, 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 circular misleading.

Yours faithfully
For and on behalf of the Board
Guangdong – Hong Kong Greater Bay Area Holdings Limited
LUO Jieping
Chairman and Executive Director

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

SHARE CAPITAL

As at the Latest Practicable Date, the entire issued share capital of the Company was HK$118,390,945 divided into 1,183,909,445 Shares with par value of HK$0.1 each (with no treasury Shares). Subject to the passing of the ordinary resolution granting the Repurchase Mandate set out in resolution No. 6 of the AGM Notice and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the AGM, the Company will be allowed to repurchase a maximum of 118,390,945 Shares, representing 10% of the number of issued Shares (excluding any treasury Shares) during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or regulations or the Articles; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the repurchase would be in the best interests of the Company. Furthermore, the Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to seek general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company per share and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

The Company is empowered by its Articles to repurchase Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the laws of the Cayman Islands. The laws of the Cayman Islands and the Articles provide that payment for a share repurchase may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Act, out of capital of the Company. The amount of premium payable on repurchase of Shares may only be paid out of either profits or out of the share premium account of the Company or subject to the Companies Act, out of capital of the Company provided that the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business (i.e. it must be solvent).

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled upon repurchase but the aggregate amount of authorised share capital would not be reduced.

EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2025 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, DIRECTORS' CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have a present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of its Shares.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles, the laws of Hong Kong and the applicable laws of the Cayman Islands.

IMPLICATIONS ON TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date: (i) China Guangdong – Hong Kong Greater Bay Area Holdings Limited ("**China GBA Holdings**") was interested in aggregate of 414,665,566 Shares, representing approximately 35.03% of the entire issued share capital of the Company. China GBA Holdings is owned as to 84% by Ruixinhaide Holdings Limited, Ruixinhaide Holdings Limited ("**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. Executive Director Mr. Luo Jieping is the spouse of Ms. Zeng Yan; and (ii) executive Director Mr. Zhong Junhua is interested in 310,000,000 Shares of the Company through Champion Road Group Limited ("**Champion Road**"), representing approximately 26.18% of the issued share capital of the Company, and Champion Road is owned as to approximately 35.2% by Mr. Zhong Junhua and approximately 18.0% by Mr. Luo Jieping. Pursuant to the Takeovers Code, China GBA Holdings and Champion Road are presumed to be acting in concert with each other and hold approximately 61.21% of the entire issued share capital of the Company.

As at the Latest Practicable Date, in the event that the Directors exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the Repurchase Mandate, (i) the shareholding of China GBA Holdings would be increased to approximately 38.92% of the then entire issued share capital of the Company; and (ii) the shareholding of Champion Road would be increased to approximately 29.09% of the then entire issued share capital of the Company, and accordingly the shareholding of the above shareholders would be increased to approximately 68.01% of the then entire issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to the extent that it would give rise to a mandatory offer obligation, or any similar consequences under any applicable laws known to the Directors.

Save as aforesaid, the Directors are not aware of any consequences of any purchases made under the Repurchase Mandate which may arise under the Takeovers Code.

The Directors do not intend to repurchase Shares to the extent that the Company would result in the Company failing to comply with Rule 8.08 of the Listing Rules which requires a public float of 25%.

MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
April	3.20	0.75
May	3.12	1.19
June	4.15	2.58
July	4.80	3.37
August	5.75	3.49
September	6.36	5.03
October	6.50	4.58
November	6.60	4.97
December	6.01	4.37
2026		
January	7.00	4.73
February	7.36	5.63
March	7.36	5.15
April (up to the Latest Practicable Date)	9.92	5.83

SHARES REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased; and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury Shares. These measures may include approval by the Board that (i) the Company would not (or would procure its licensed securities dealers not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS; (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares

or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures.

GENERAL

The Directors have confirmed that neither this explanatory statement nor the proposed share repurchase, if any, has any unusual features.

The following are the particulars of the biographical details of the Directors proposed to be re-elected at the AGM in accordance with the Articles:

EXECUTIVE DIRECTORS

Mr. Luo Jieping

Mr. Luo Jieping, aged 44, was appointed as the executive Director and Chairman of the Board of the Company in July 2023. Mr. Luo obtained a Bachelor's degree in Economics from Zhongnan University of Economics and Law in June 2003 and a Master's degree in Law from Wuhan University in June 2011. Mr. Luo joined the Communist Party of China in December 2000. Mr. Luo has been the Deputy General Manager and Party Committee Member of Shenzhen Smart City Technology Development Group Co., Ltd. since May 2021. Mr. Luo served as the Director of the Office (Approval Comprehensive Section) of the Shenzhen Municipal Finance Bureau from July 2019 to May 2021, and served as the Director of the Treasury Payment Center of the Shenzhen Municipal Finance Bureau from November 2018 to July 2019. Mr. Luo served as the Director of the Electronic Taxation Management Center of the Shenzhen Local Taxation Bureau from February to November 2018, and served as the Deputy Director of the Electronic Taxation Management Center of the Shenzhen Local Taxation Bureau from July 2015 to February 2018. Mr. Luo served successively as Clerk, Deputy Section Chief and Section Chief in the Office of the Shenzhen Local Taxation Bureau from September 2005 to July 2015. Mr. Luo served successively as Clerk in the Comprehensive Division and Clerk in the Office of the Shenzhen Municipal Finance Bureau from July 2003 to September 2005. Mr. Luo is the spouse of Ms. Zeng Yan, the controlling shareholder of the Company.

The Company has entered into a service agreement with Mr. Luo in relation to his appointment as an executive Director of 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 20 July 2023. Pursuant to the articles of association of the Company, Mr. Luo shall retire from office by rotation and shall be eligible for re-election at the AGM. Pursuant to the service agreement, Mr. Luo is entitled to receive a total remuneration package of RMB1,880,000 per annum (inclusive of director's fee of RMB100,000 per annum) together with discretionary bonus, allowances and other incentives (if any). As agreed between Mr. Luo and the Company, the remuneration package had been adjusted to RMB1,504,000 per annum (inclusive of director's fee of RMB100,000 per annum) since 1 January 2025, and adjusted to RMB1,200,000 per annum (inclusive of director's fee of RMB100,000 per annum) since 1 September 2025. The total remuneration of Mr. Luo for the year ended 31 December 2025 was approximately RMB1,458,200. Mr. Luo's emoluments were determined by the Board with reference to his professional skills, experience, responsibilities and prevailing market conditions.

As at the Latest Practicable Date, China GBA Holdings is owned as to 84% by RXHD Holdings, which is owned as to 100% by Solid Wealth, and Solid Wealth is owned as to 90% by Rich Grain, which is wholly-owned by Ms. Zeng Yan. Pursuant to Part XV of the Securities and Futures Ordinance, Ms. Zeng Yan is deemed to be interested in the Shares of China GBA Holdings held through RXHD Holdings, Solid Wealth, and Rich Grain. Additionally, pursuant to

Part XV of the Securities and Futures Ordinance, Ms. Zeng Yan's spouse, executive Director Mr. Luo Jieping, is also deemed to be interested in the Shares in which Ms. Zeng Yan is interested. Accordingly, Mr. Luo Jieping is deemed to be interested in 414,665,566 Shares of the Company held through China GBA Holdings, RXHD Holdings, Solid Wealth, and Rich Grain, representing approximately 35.03% of the issued share capital of the Company pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Luo (i) has not held any other positions with any member of the Group; (ii) is not otherwise related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed companies in the last three years and does not have any other major appointments or professional qualifications.

Save as disclosed above, Mr. Luo has confirmed that there is no other information which is required to be notified to the Shareholders and the Company or disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Zhong Junhua

Mr. Zhong Junhua, aged 46, was appointed as an executive Director of the Company in January 2026. Mr. Zhong graduated from Xi'an University of Posts and Telecommunications 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). 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 computing power services.

Mr. Zhong is also the founder of Wisdom Knight Holdings Limited ("**Wisdom Knight**") and its subsidiaries (the "**Wisdom Knight Group**"), and serves as a director of Wisdom Knight, which is a wholly-owned subsidiary of the Company. Mr. Zhong also holds various directorships within the Wisdom Knight Group.

The Company has entered into a service agreement with Mr. Zhong in relation to his appointment as an executive Director of 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. Pursuant to the articles of association of the Company, Mr. Zhong shall retire from office by rotation and shall be eligible for re-election at the AGM. Pursuant to the service agreement, Mr. Zhong is entitled to receive total remuneration of RMB1,300,000.00 per annum, comprising a director's fee of RMB100,000.00 and a salary of RMB1,200,000.00 for holding other positions within the Group, and may also be entitled to discretionary bonuses, allowances and other incentives (if any), the amounts of which are determined by the Board with reference to his professional skills, experience, responsibilities and prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhong is interested in 310,000,000 Shares of the Company through Champion Road, a substantial shareholder of the Company (as defined in the Listing Rules), representing approximately 26.18% of the issued share capital of the Company. Champion Road is owned as to approximately 35.2% by Mr. Zhong and accordingly Mr. Zhong is deemed to be interested in such Shares pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Zhong (i) has not held any other positions with any members of the Group; (ii) is not otherwise related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed companies in the last three years and does not have any other major appointments or professional qualifications.

Save as disclosed above, Mr. Zhong has confirmed that there is no other information which is required to be notified to the Shareholders and the Company or disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Han Qinchun

Dr. Han Qinchun, aged 68, was appointed as an independent non-executive Director of the Company in June 2022. Dr. Han obtained a Bachelor degree in Planning in 1982 from Xi'an University of Architecture and Technology and a Master of Science in Real Estate in 1995 from The University of Hong Kong, and then obtained a doctor degree in Real Estate Economics and Management from The University of Hong Kong in 1998. Dr. Han had also worked as a planner for the government agencies of the Ministry of Chemical Industry and the Ministry of Forestry of the People's Republic of China in Beijing from 1982 to 1993.

Dr. Han has extensive experience in investment, financial management and management of listed companies. Dr. Han has been appointed as the founder and chairman of a Hong Kong fintech company – Hong Kong Private Markets Limited since November 2014. Dr. Han has been appointed as an independent non-executive director of Country Garden Holdings Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 2007.HK) since March 2024. He has been an independent non-executive director of Xinda Investment Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1281.HK) since April 2015. Dr. Han was an independent non-executive director of Lingbao Gold Group Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 3330.HK) from March 2012 to July 2021. In addition to the performance of his supervisory responsibilities as an independent non-executive director, Mr. Han uses his own experience, knowledge and resources to provide financial management related advice and support to the listed companies' development strategy, particularly in the area of capital market operation. Mr. Han was appointed as a director and distinguished professor of the Real Estate Centre at Peking University HSBC Business School from 2011 to 2015. He was a chief executive director of Straits Development Holding Company Limited since August 2012 to

November 2014, where he was responsible for the company's development strategy, capital market operation, financial management and investment and financing management. He was appointed as vice-chairman and co-chief executive director of Suncity Group Holdings Limited (previously known as Hong Long Holdings Limited, a company listed on the Main Board of the Stock Exchange, stock code: 1383.HK) since March 2006 to February 2010. From 2000 to 2006, Dr. Han served as a supervisor at a number of leading Hong Kong investment banks, including Shun Hing China Investment Limited (Hong Kong), BOCI Securities Limited (Hong Kong), China Everbright Securities International (HK) Limited and ABC International Holdings Limited (Hong Kong) before moving on to real estate company to take on leadership position, where he has accumulated extensive cross-border experience, resources and perspectives.

Dr. Han 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 27 June 2025. Pursuant to the articles of association of the Company, Dr. Han shall retire from office by rotation and shall be eligible for re-election at the AGM. Dr. Han is entitled to receive director's fee of HK$180,000 per annum, which is determined by the Board with reference to his professional skills, experience, responsibilities with the Company and the current market conditions. The total amount of remuneration of Dr. Han for the year ended 31 December 2025 was approximately HK$180,000.

Dr. Han has provided annual confirmation of independence to the Company and has been confirmed that Dr. Han has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Dr. Han (i) has not held any other positions with any member of the Group; (ii) is not otherwise related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other public companies (the securities of which are listed on any securities market in Hong Kong or overseas) in the last three years and does not have any other major appointments or professional qualifications.

Save as disclosed above, there is no other matter in relation to Dr. Han that needs to be brought to the attention of the Shareholders and there is no other information relating to Dr. Han which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Dr. Qian He

Dr. Qian He, aged 62, was appointed as an independent non-executive Director of the Company in January 2026. Dr. Qian 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 in the PRC in July 1984, July 1987, and December 1990, respectively. Dr. Qian has been teaching at Tsinghua University 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 from June 2006 to December 2008 and worked at Institute of Microelectronics of the Chinese Academy of Sciences from December 1990 to May 2006, with his last position as its director.

Dr. Qian currently serves as an independent director of (i) Beijing Memblaze Technology Co., Ltd. since June 2021; (ii) GRINM Semiconductor Materials Co., Ltd. (688432.SH) since May 2021; and (iii) Ucap Cloud Information Technology Co., Ltd. (688228.SH) since late December 2025. Dr. Qian has also been an independent director of GigaDevice Semiconductor Inc. (603986.SH) ("**GigaDevice**") since December 2021 and was re-designated as an independent non-executive Director upon the listing of GigaDevice on the Stock Exchange (stock code: 3986.HK) in January 2026.

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. Pursuant to the articles of association of the Company, Dr. Qian shall retire from office by rotation and shall be eligible for re-election at the AGM. Dr. Qian is entitled to receive a director's fee of HK$180,000.00 per annum, which is determined by the Board with reference to his professional skills, experience, responsibilities with the Company and the current market conditions.

Dr. Qian has provided confirmation of independence to the Company and has been confirmed that Dr. Qian has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Dr. Qian (i) has not held any other positions with any member of the Group; (ii) is not otherwise related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other public companies (the securities of which are listed on any securities market in Hong Kong or overseas) in the last three years and does not have any other major appointments or professional qualifications.

Save as disclosed above, there is no other matter in relation to Dr. Qian that needs to be brought to the attention of the Shareholders and there is no other information relating to Dr. Qian which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Dr. Liu Xiaoyan

Dr. Liu Xiaoyan, aged 60, was appointed as an independent non-executive Director of the Company in April 2026. Dr. Liu 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 for a term of one year, subject to termination by either party upon not less than 14 days' prior notice. Pursuant to the articles of association of the Company, Dr. Liu shall retire from office by rotation and shall be eligible for re-election at the AGM. 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.

Dr. Liu has provided confirmation of independence to the Company and has been confirmed that Dr. Liu has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Dr. Liu (i) has not held any other positions with any members of the Group; (ii) is not otherwise related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other public companies (the securities of which are listed on any securities market in Hong Kong or overseas) in the last three years and does not have any other major appointments or professional qualifications.

Save as disclosed above, there is no other matter in relation to Dr. Liu that needs to be brought to the attention of the Shareholders and there is no other information relating to Dr. Liu which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Guangdong – Hong Kong Greater Bay Area Holdings Limited (the "**Company**") will be held at 17th Floor, Block A, Hetao Innovation Center, Futian District, Shenzhen, the PRC on Wednesday, 17 June 2026 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the "**Director(s)**") and of the independent auditor of the Company for the year ended 31 December 2025;

2. (a) to re-elect Mr. Luo Jieping as executive Director;

   (b) to re-elect Mr. Zhong Junhua as executive Director;

   (c) to re-elect Dr. Han Qinchun as independent non-executive Director;

   (d) to re-elect Dr. Qian He as independent non-executive Director; and

   (e) to re-elect Dr. Liu Xiaoyan as independent non-executive Director;

3. To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors;

4. To re-appoint Prism Hong Kong Limited as auditor of the Company and to authorise the Board to fix their remuneration for the year of 2026;

5. To consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (c) of this resolution, pursuant to the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the "**Shares**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) of the Company (the "**Treasury Shares**"), if any) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements or options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined);

(ii) the exercise of rights of subscription or conversion under terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares;

(iii) an exercise of the subscription rights under any share scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or consultants and/or advisers of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares; or

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company (the "**Articles**") from time to time, shall not exceed 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution,

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the Shareholders in a general meeting, either conditionally or subject to condition;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares, or issue of options, warrants or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares or any class of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company)."

6. To consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase, and either cancel or hold in treasury, the Shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the SFC and all applicable laws and/or the requirements under the Listing Rules or equivalent rules or regulations of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue (excluding any Treasury Shares, if any) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution,

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the Shareholders in a general meeting, either conditionally or subject to condition;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting."

7. To consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolution:

"**THAT** conditional on the passing of ordinary resolutions Nos. 5 and 6 above, the general mandate granted to the Directors pursuant to ordinary resolution No. 5 above be and is hereby extended by the addition to the aggregate number of Shares of the Company which may be allotted and issued or dealt with, or agreed to be allotted and issued or dealt with (or in the case of treasury shares, sold or transferred, if any, or agreed conditionally or unconditionally to be sold or transferred) by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution No. 6 above, provided that such extended amount shall not exceed 10% of the total number of Shares of the Company in issue (excluding any Treasury Shares) as at the date of passing of the resolution No. 6."

For and on behalf of the Board
Guangdong – Hong Kong Greater Bay Area Holdings Limited
LUO Jieping
Chairman and Executive Director

Hong Kong, 27 April 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. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). Completion and return of the form of proxy will not preclude members from attending and voting in person at the above meeting or any adjourned meeting thereof should they so wish. In such case, such form of proxy shall be deemed to be revoked.

2. 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 AGM or any adjournment thereof.

3. For the purpose of determining the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 12 June 2026 to Wednesday, 17 June 2026, both days inclusive, during such period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all 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 Thursday, 11 June 2026.

4. In the case of joint holders of shares, any one of such holders may vote at the AGM, 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 AGM 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.

5. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the AGM will 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. Article 14.1 of the Articles of Association provides that on a poll, every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register of members of the Company.

6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

7. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 8:00 a.m. on the date of the AGM, then the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the rescheduled meeting by a supplementary notice posted on the Company's website (www.youngogroup.com) and the website of the Stock Exchange (www.hkexnews.hk). The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

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, Dr. Qian He and Dr. Liu Xiaoyan.