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**Shenzhen Investment Holdings Bay Area
Development Company Limited**

深圳投控灣區發展有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Codes: 737 (HKD counter) and 80737 (RMB counter)

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

AND

**CHANGE OF RELIANCE ON ALTERNATIVE THRESHOLD TO
INITIAL PRESCRIBED THRESHOLD FOR
MINIMUM PUBLIC FLOAT REQUIREMENT**

AND

ADJUSTMENT TO 2025 FINAL DIVIDEND

References are made to the announcements of Shenzhen Investment Holdings Bay Area Development Company Limited (the “**Company**”) dated 12 June 2026 in relation to the Subscription (the “**Subscription Announcement**”), dated 22 June 2026 in relation to the change of reliance on the Initial Prescribed Threshold (as defined in Rule 13.32B(1) of the Listing Rules) to the Alternative Threshold (as defined in Rule 13.32B(2) of the Listing Rules) (the “**Public Float Announcement**”), dated 22 June 2026 in relation to, among others, change of record date of the payment of final dividend for the year ended 31 December 2025 (the “**2025 Final Dividend**”) (the “**Record Date Announcement**”), dated 24 June 2026 in relation to poll results of annual general meeting (the “**AGM Poll Results Announcement**”) and the circular dated 1 June 2026 (the “**Circular**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Subscription Announcement, the Public Float Announcement, the Record Date Announcement, the AGM Poll Results Announcement and the Circular.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all the conditions precedent of the Subscription Agreement have been fulfilled and the Subscription was completed on 26 June 2026 (the “**Completion**”) in accordance with the terms of the Subscription Agreement.

Pursuant to the Subscription Agreement, an aggregate of 250,000,000 Subscription Shares were allotted and issued by the Company to the Subscriber at the Subscription Price of HK\$1.8335 per Subscription Share.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after Completion is summarised as follows:

Name of the Shareholders	Immediately before Completion		Immediately after Completion	
	No. of Shares	Approx. %	No. of Shares	Approx. %
<u>Controlling Shareholder</u>				
SIICHIC ^(Note 1)	2,464,657,077	79.98%	2,464,657,077	73.98%
<u>Shares held by public Shareholders</u>				
The Subscriber	-	-	290,000,000	8.70% ^(Note 2)
Other public Shareholders	617,033,206	20.02%	577,033,206	17.32%
Total number of Shares in issue	3,081,690,283	100.00%	3,331,690,283	100.00%

Notes:

- (1) The Company has been informed by SIICHIC that it has completed the Acquisition. The total number of issued Shares held by SIICHIC has therefore increased from 2,213,449,666 Shares to 2,464,657,077 Shares. SIICHIC is an indirect wholly-owned subsidiary of Shenzhen Expressway.
- (2) The Company has been informed by the Subscriber that, apart from the 250,000,000 Subscription Shares, it has completed an acquisition of 40,000,000 Shares from other public Shareholder (the “**Subscriber Acquisition**”). Therefore, immediately after Completion and completion of the Subscriber Acquisition, the total number of issued Shares held by the Subscriber is 290,000,000 Shares, representing approximately 8.70% of the total number of issued Shares as enlarged by the issue and allotment of the Subscription Shares.
- (3) The percentages are subject to rounding difference, if any.

CHANGE TO RELIANCE ON INITIAL PRESCRIBED THRESHOLD

As disclosed in the Public Float Announcement, the Company has adopted the reliance on the Alternative Threshold with effect from 22 June 2026. As Completion has taken place, the Shares held by the public (including the Subscriber) has increased to approximately 26.02% (i.e. above 25%) of the total number of issued Shares. The Board hereby announces that, with immediate effect, the Company will revert to reliance on the Initial Prescribed Threshold. The Board considers that the reversion of reliance on the Initial Prescribed Threshold is appropriate and in line with the current shareholding structure and the level of public float of the Company.

ADJUSTMENT TO 2025 FINAL DIVIDEND

As disclosed in the Subscription Announcement and the AGM Poll Results Announcement, the proposed 2025 Final Dividend of RMB7.60 cents per Share announced by the Company on 18 March 2026, was determined with reference to approximately 100% of the Group's profit attributable to equity shareholders for 2025 of RMB467.53 million as the basis for calculating the aggregate regular dividend (including interim dividend of RMB232.67 million for 2025 which had been paid and the proposed 2025 Final Dividend of RMB234.21 million) and the total number of 3,081,690,283 Shares in issue at that time.

As disclosed in the Company's Circular, if there is any change in the total number of issued Shares prior to the record date for the distribution of 2025 Final Dividend, the total amount of regular dividends proposed for distribution by the Company shall remain unchanged, and the amount of dividend per Share shall be adjusted accordingly based on the then total number of issued Shares.

As disclosed in the AGM Poll Results Announcement, the 2025 Final Dividend has been approved by the Shareholders and the Subscription was completed before the record date for determining entitlement to the 2025 Final Dividend (i.e. 23 July 2026), the number of Shares in issue has increased to 3,331,690,283 Shares. Therefore, the 2025 Final Dividend is adjusted to RMB7.0297 cents per Share (equivalent to HK\$7.995721 cents per Share at the exchange rate of RMB1:HK\$1.13742 as published by The People's Bank of China on 18 March 2026).

The Shareholders will be given the option of electing to receive the final dividend in either Renminbi or Hong Kong Dollars or a combination of Renminbi and Hong Kong Dollars. As disclosed in the Record Date Announcement, to make the dividend election, the Shareholders should complete the dividend election form (if applicable) and return it to the Hong Kong Branch Share Registrar, at Shop 17M, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 17 August 2026. If no dividend election is made by a Shareholder, such Shareholder will receive the 2025 Final Dividend in Hong Kong Dollars, unless receipt of dividend in Renminbi has been previously elected. It is expected that the 2025 Final Dividend will be paid on Thursday, 27 August 2026 to Shareholders who are registered at the close of business on Thursday, 23 July 2026.

By Order of the Board
**Shenzhen Investment Holdings Bay Area
Development Company Limited**
Ji LIU*
Executive Director and Deputy General Manager

Hong Kong, 26 June 2026

As at the date of this announcement, the Board comprises three Executive Directors namely, Mr. Jianming WU (Chairman and General Manager), Mr. Cheng WU* (Deputy General Manager) and Mr. Ji LIU* (Deputy General Manager and secretary to the Board); two Non-executive Directors namely, Ms. Guiping ZHAO* and Mr. Xuan WANG*; and three Independent Non-executive Directors namely, Mr. Yu Lung CHING, Mr. Tony Chung Nin KAN and Mr. Peng XUE*.*

** For identification purpose only*