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If you have sold or transferred all your shares in GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED

大灣區聚變力量控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1189)

**GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 28 May 2020 at 10:00 a.m. is set out on pages 14 to 17 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deliver it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM and/or at any adjournment thereof should you so wish.



29 April 2020

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“AGM”	the annual general meeting of the Company to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 28 May 2020 at 10:00 a.m., notice of which is set out on pages 14 to 17 of this circular, and/or any adjournment thereof
“Board”	the board of Directors
“Bye-Laws”	the Bye-laws of the Company
“close associates”	the meanings ascribed to it under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of relevant resolution, the resolution of which is set out in the notice of the AGM
“Latest Practicable Date”	23 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of relevant resolution, the resolution of which is set out in the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Future Commission in Hong Kong
“%”	per cent

LETTER FROM THE BOARD



GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED

大灣區聚變力量控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1189)

Executive Directors:

Dr. Yap, Allan (*Chairman*)

Mr. Lai Tsz Wah (*Managing Director*)

Mr. Dong Bo, Frederic

Mr. Wong Kui Shing, Danny

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Mr. Kwok Ka Lap, Alva

Mr. Poon Kwok Hing, Albert

Mr. Sin Chi Fai

Head office and principal place

of business:

Room 3401, 34th Floor

Hopewell Centre

183 Queen's Road East

Wan Chai

Hong Kong

29 April 2020

To Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to, among other things, (i) the grant of the Issue Mandate; (ii) the grant of the Repurchase Mandate; and (iii) the re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Issue Mandate.

In addition, if the Repurchase Mandate is granted, a separate ordinary resolution will be proposed at the AGM to increase the number of Shares which may be allotted and issued under the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, there were 789,211,046 Shares in issue. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the date of AGM, the Directors will be allowed under the Issue Mandate to issue up to a maximum of 157,842,209 Shares.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate.

An explanatory statement in relation to the Repurchase Mandate as required by the relevant provisions of the Listing Rules concerning the Repurchases Mandate is set out in Appendix I to this circular.

The Directors wish to state that they have no present intention to repurchase Shares under the Repurchase Mandate and to issue new Shares under the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-Law 99 of the Bye-Laws and code provision A.4.2 of the Corporate Governance Code (“CG Code”) set out in Appendix 14 to the Listing Rules, Dr. Yap, Allan and Mr. Poon Kwok Hing, Albert shall retire from office by rotation at the AGM and, being eligible, have offered themselves for re-election.

In accordance with Bye-Law 102(B) of the Bye-Laws, Mr. Wong Kui Shing, Danny, who was appointed by the Board as an executive Director with effect from 20 September 2019, shall hold office until the AGM and, being eligible, has offered himself for re-election.

The nomination committee of the Company (“Nomination Committee”), has reviewed the re-election of retiring Directors in accordance with the nomination policy of the Company with due regard for the benefits of diversity set out in the board diversity policy of the Company.

LETTER FROM THE BOARD

Mr. Poon Kwok Hing, Albert has served as an independent non-executive Director for more than nine years. After assessing the annual confirmation of the independence of Mr. Poon, the Nomination Committee is of the view that Mr. Poon has met the independent guidance set out in Rule 3.13 of the Listing Rules and he is able to carry out his duties as an independent non-executive Director by providing independent, balanced and objective views to the Board. In addition, the Nomination Committee considers that Mr. Poon's educational background, professional qualifications and experience can bring contributions to the Board's diversity. The Board is satisfied that Mr. Poon remains independent and his character, integrity, ability and experience will continue to effectively fulfill the role as an independent non-executive Director notwithstanding the length of his service.

The Board, with the recommendation by the Nomination Committee, proposed that Dr. Yap, Allan, Mr. Poon Kwok Hing, Albert and Mr. Wong Kui Shing, Danny be re-elected as Directors at the AGM. Each of them abstained from voting at the Board meeting regarding his re-election.

Details of Dr. Yap, Allan, Mr. Poon Kwok Hing, Albert and Mr. Wong Kui Shing, Danny as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

AGM

A notice convening the AGM is set out on pages 14 to 17 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deliver it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM and/or at any adjournment thereof should you so wish.

For the purpose of determining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 22 May 2020 to Thursday, 28 May 2020, both days inclusive, during which period no transfer of Shares will be registered.

In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 21 May 2020.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholder at a general meeting must be taken by poll. Accordingly, the voting of the resolutions set out in the notice of AGM shall be taken by way of poll. After the conclusion of the AGM, the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the grant of Issue Mandate, the grant of Repurchase Mandate and the re-election of retiring Directors are in the interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendices I and II to this circular.

Yours faithfully,
For and on behalf of the Board
**GREATER BAY AREA DYNAMIC
GROWTH HOLDING LIMITED**
Lai Tsz Wah
Managing Director

This is the explanatory statement to provide requisite information to Shareholders for their consideration of the Repurchase Mandate proposed to be approved at the AGM as required by Rule 10.06 of the Listing Rules.

1. SHARE REPURCHASE

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares fully paid-up on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Source of funds

The repurchase of Shares must be funded out of funds which are legally available for the purpose and in accordance with the Company's memorandum of association and Bye-Laws, the Companies Act and the Listing Rules. Under the Companies Act, a company may only repurchase its shares out of capital paid up on the shares to be repurchased or out of the funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose.

Any amount of premium payable on a repurchase over the par value of the Shares may only be effected out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account.

(b) Share capital

As at the Latest Practicable Date, the Company had 789,211,046 Shares in issue. On the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of passing such resolution to approve the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 78,921,104 Shares, being 10% of the total number of issued Shares at the date of passing such resolution.

(c) Core Connected Persons

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by Shareholders.

2. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

The Directors consider that in the event that the Repurchase Mandate were to be carried out in full at anytime during the proposed purchase period, there might be a material adverse impact on the working capital and gearing position of the Company as compared with that as at 31 December 2019, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse effect on the working capital or gearing position of the Company.

3. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve calendar months preceding the date of this circular were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.285	0.250
May	0.270	0.255
June	0.270	0.255
July	0.275	0.250
August	0.300	0.239
September	0.300	0.255
October	0.300	0.260
November	0.300	0.265
December	0.295	0.270
2020		
January	0.305	0.255
February	0.280	0.260
March	0.275	0.210
April (up to the Latest Practicable Date)	0.265	0.224

4. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by Shareholders.

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 in accordance with the Listing Rules, the Bye-Laws and the applicable laws of Bermuda.

5. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, might become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

According to public records, as at the Latest Practicable Date, Master Glory Group Limited ("Master Glory") indirectly held 148,506,000 Shares, representing approximately 18.82% of the issued share capital of the Company, and China Enterprises Limited ("CEL"), an associated company of Master Glory, indirectly held 48,660,424 Shares, representing approximately 6.17% of the issued share capital of the Company.

On the basis that no further Shares are issued or repurchased prior to the date of the AGM and in the event that the Repurchase Mandate is exercised in full and that there is no change in the shareholdings of Master Glory and CEL in the Company, the aggregate shareholdings of Master Glory and CEL in the Company would be increased from approximately 24.99% to 27.76% of the then issued share capital of the Company. The Directors are not aware of any consequences which would give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code as a result of any repurchase of Shares made under the Repurchase Mandate.

The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of issued shares of a company would be in public hands. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 8.08 of the Listing Rules.

6. SECURITIES REPURCHASE MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The biographical details of the retiring Directors proposed for re-election at the AGM are set out as follows:

1. **Dr. Yap, Allan**, aged 64, has been the Chairman of the Company since December 2014. He is also a director of various subsidiaries of the Company. Dr. Yap holds an honorary degree of Doctor of Laws and has over 30 years' experience in finance, investment and banking. He was an executive director of the Company from 2002 to 2011. Dr. Yap is a substantial shareholder, the chairman and an executive director of Master Glory Group Limited ("Master Glory"), a substantial shareholder of the Company, the issued shares of which are listed on the Stock Exchange. In addition, he is the chairman, chief executive officer and a director of China Enterprises Limited (a substantial shareholder of the Company within the meaning of Part XV of the SFO and an associated company of Master Glory), the issued shares of which are traded on the OTC Securities Marketplace in the United States of America. He is also the executive chairman of Hanwell Holdings Limited and Tat Seng Packaging Group Ltd., the issued shares of both companies are listed on Singapore Exchange Securities Trading Limited. Dr. Yap was the chairman, chief executive officer and a director of Burcon NutraScience Corporation, the issued shares of which are listed on the Toronto Stock Exchange in Canada and the Frankfurt Stock Exchange in Germany, until he resigned on 15 January 2019. He was also the honorary chairman and a non-executive director of SMI Holdings Group Limited, the issued shares of which are listed on the Stock Exchange, until he resigned on 28 November 2017.

Save as disclosed above, Dr. Yap did not hold any directorships in other public listed companies in the past three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Dr. Yap was interested in 7,800,000 share options entitling him to subscribe for 7,800,000 Shares, representing approximately 0.99% of the issued share capital of the Company. Save as disclosed herein, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

Dr. Yap has not entered into any service contract with the Company and there is no designated length of service for his appointment, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws and code provision A.4.2 of the CG Code. Dr. Yap is entitled to receive a director's fee of HK\$10,000 per month, which was determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company, and the prevailing market situation, and will be reviewed from time to time.

In relation to the proposed re-election of Dr. Yap as a Director, there are no other matters that need to be brought to the attention of Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

2. **Mr. Poon Kwok Hing, Albert**, aged 58, has been an independent non-executive Director since March 2007. He is also the chairman of the audit committee and the nomination committee, and a member of the remuneration committee and the corporate governance committee of the Company. Mr. Poon graduated from the University of Bath, United Kingdom with a Master of Science degree in Business Administration. He is a member of the Hong Kong Institute of Certified Public Accountants and a member of the CPA Australia. Mr. Poon is an independent non-executive director of Master Glory Group Limited, the issued shares of which are listed on the Stock Exchange and a substantial shareholder of the Company. He is also an independent non-executive director of Shaw Brothers Holdings Limited, the issued shares of which are listed on the Stock Exchange.

Save as disclosed above, Mr. Poon did not hold any directorships in other public listed companies in the past three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Poon was interested in 500,000 share options entitling him to subscribe for 500,000 Shares, representing approximately 0.06% of the issued share capital of the Company. Save as disclosed herein, he did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Poon has not entered into any service contract with the Company and there is no designated length of service for his appointment, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with of the Bye-Laws and code provision A.4.2 of the CG Code. Mr. Poon is entitled to receive a director's fee of HK\$80,000 per annum and additional fees of HK\$40,000 per annum and HK\$20,000 per annum for being the chairman of the audit committee of the Company and the Nomination Committee respectively. Such fees were recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market situation, and will be reviewed from time to time.

In relation to the proposed re-election of Mr. Poon as a Director, there are no other matters that need to be brought to the attention of Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

3. **Mr. Wong Kui Shing, Danny**, aged 60, has been an executive Director since September 2019. Mr. Wong holds a Bachelor of Arts degree from the University of Hong Kong. He has extensive exposure in the financial and investment fields for over 30 years and is well experienced in the international investment market. He is currently an executive director of China Information Technology Development Limited (“China Information Technology”), the issued shares of which are listed on the Stock Exchange. He is an independent non-executive director of Far East Holdings International Limited and a non-executive director of TFG International Group Limited, the issued shares of both companies are listed on the Stock Exchange. He is also an independent non-executive director of Tech Pro Technology Development Limited, the issued shares of which had been formerly listed on the Stock Exchange.

Mr. Wong was the chairman and the chief executive officer of China Information Technology from 20 October 2015 to 24 November 2019. He was an executive director of TFG International Group Limited from 21 August 2015 to 1 February 2019 and was re-designated as a non-executive director on 1 February 2019. Mr. Wong was an executive director of Larry Jewelry International Company Limited from 3 October 2016 to 9 October 2019 and Huiyin Holdings Group Limited (formerly known as Share Economy Group Limited) from 8 May 2017 to 10 April 2019, and a non-executive director of InvesTech Holdings Limited from 24 September 2015 to 1 June 2017 and Kong Shum Union Property Management (Holding) Limited (now known as Shi Shi Services Limited) from 19 October 2015 to 18 January 2017, the issued shares of all companies are listed on the Stock Exchange. He was also an executive director and the managing director of See Corporation Limited (now known as Emperor Culture Group Limited), the issued shares of which are listed on the Stock Exchange, from 21 December 2009 to 28 January 2015. In addition, Mr. Wong was a former executive director of SMI Holdings Group Limited, the issued shares of which are listed on the Stock Exchange.

Save as disclosed above, Mr. Wong did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Wong did not have any interest in the Shares within the meaning of Part XV of the SFO.

Pursuant to the listing enforcement notice/announcement of the Stock Exchange dated 16 October 2008, Mr. Wong, together with another former director of China Oil and Gas Group Limited (“China Oil”), had admitted breaching the directors’ declaration, undertaking and acknowledgement with regard to directors given by each of them to the Stock Exchange in the form set out in Appendix 5B to the Listing Rules in failing to use their best endeavours to procure China Oil’s compliance with the Listing Rules in relation to the failure of China Oil to publish its annual results and annual report for the year ended 31 July 2005 by 30 November 2005 and interim results and interim report for the six months ended 31 January 2006 by 30 April 2006. Accordingly, the listing committee publicly criticised Mr. Wong and another former director of China Oil for their respective breaches mentioned above.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Wong has not entered into any service contract with the Company and there is no designated length of service for his appointment, but he is subject to retirement and re-election at the general meetings of the Company in accordance with Bye-Laws. Mr. Wong is entitled to a director's fee of HK100,000 per month, which was determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company and the prevailing market conditions, and will be reviewed from time to time.

In relation to the proposed re-election of Mr. Wong as a Director, there are no other matters that need to be brought to the attention of Shareholders and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED

大灣區聚變力量控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1189)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 annual general meeting (“AGM”) of GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED (“Company”) will be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 28 May 2020 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and of the auditor for the year ended 31 December 2019.
2. To declare a special dividend of HK\$2.5 cents per share for the year ended 31 December 2019.
3. To re-elect each as a separate resolution, the following persons as directors of the Company:
 - (i) Dr. Yap, Allan;
 - (ii) Mr. Poon Kwok Hing, Albert; and
 - (iii) Mr. Wong Kui Shing, Danny.
4. To authorise the board of directors of the Company to fix the directors’ remuneration.
5. To re-appoint Moore Stephens CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of auditor.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

6(A). **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements, subscription rights and options (including warrants, bonds and debentures convertible into shares of the Company) 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 be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, subscription rights and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to: (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares of the Company; (iii) the exercise of options granted under the share option scheme adopted by the Company; or (iv) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the total number of the shares of the Company in issue as at the date of passing 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 passing of this Resolution until whichever is 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 by the Bye-laws of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6(B). **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in Resolution No. 6(A)(d) above) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and/or the requirements of The Stock Exchange of Hong Kong Limited or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors; and
- (c) the aggregate number of shares of the Company which are authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly.”

6(C). **“THAT** conditional upon the passing of Resolution Nos. 6(A) and 6(B) above, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution No. 6(A) above be and is hereby extended by the addition thereto of an amount representing the total number of the shares of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 6(B) above, provided that such number shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

By Order of the Board
**GREATER BAY AREA DYNAMIC
GROWTH HOLDING LIMITED**
Law Sau Lai
Company Secretary

Hong Kong, 29 April 2020

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any shareholder of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the AGM. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he/she or they represent(s) as such shareholder could exercise.
2. For the purpose of determining shareholders of the Company who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 22 May 2020 to Thursday, 28 May 2020, both dates inclusive. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 21 May 2020.
3. The special dividend is subject to the approval of the shareholders of the Company at the AGM. The record date for the special dividend is on Thursday, 4 June 2020. For the purpose of determining the entitlement of shareholders of the Company to the special dividend, the register of members of the Company will be closed from Wednesday, 3 June 2020 to Thursday, 4 June 2020, both days inclusive. In order to qualify for the entitlement of the special dividend, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 2 June 2020.
4. The instrument appointing a proxy must 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 seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
5. Completion and delivery of an instrument appointing a proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM and/or at any adjournment thereof should he/she/it so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such holders may vote at the AGM and/or at any adjournment thereof, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the AGM and/or at any adjournment thereof personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders thereof.
7. With respect to Resolution No. 3 above, Dr. Yap, Allan, Mr. Poon Kwok Hing, Albert and Mr. Wong Kui Shing, Danny shall retire and, being eligible, have offered themselves for re-election at the AGM. Details of these directors are set out in Appendix II to this circular.