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**GUANGDONG – HONG KONG GREATER BAY AREA
HOLDINGS LIMITED**

粵 港 灣 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1396)

**DISCLOSABLE TRANSACTION
ACQUISITION OF THE TARGET PROJECTS IN
GUIZHOU PROVINCE**

THE ACQUISITION

The Board is pleased to announce that on 30 November 2020 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, and the Vendor had entered into the Sale and Purchase Agreement, pursuant to which, the Purchaser has agreed to acquire, and the Vendor has agreed to sell, the Target Interest (representing 85% equity interests in the Target Company) at a consideration of HK\$188,267,000 (equivalent to approximately RMB160,000,000). Upon completion of the Acquisition, the Target Company will become a subsidiary of the Group and the accounts of the Target Group will be consolidated into the Group's consolidated financial statements. The Target Group is currently developing two projects in the Guizhou Province of the PRC.

LISTING RULES IMPLICATIONS

As certain of the applicable percentage ratios (set out in Rule 14.07 of the Listing Rules) in respect of the Acquisition are more than 5% but all of them are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 30 November 2020 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, and the Vendor had entered into the Sale and Purchase Agreement, pursuant to which, the Purchaser has agreed to acquire, and the Vendor has agreed to sell, the Target Interest (representing 85% equity interests in the Target Company) at a consideration of HK\$188,267,000 (equivalent to approximately RMB160,000,000). The Target Group is currently developing two projects in the Guizhou Province of the PRC.

Set out below is a summary of the principal terms of the Sale and Purchase Agreement:

Date	: 30 November 2020
Parties	: (i) the Purchaser (a wholly-owned subsidiary of the Company); and (ii) the Vendor
Subject assets to be acquired	: The Purchaser has agreed to acquire, and the Vendor has agreed to sell, the Target Interest (representing 85% equity interests in the Target Company)
Consideration	: The consideration of the Acquisition is HK\$188,267,000 (equivalent to approximately RMB160,000,000), which shall be satisfied by the Group's internal resources
Completion	: The completion of the Acquisition shall take place on or before 31 December 2020

BASIS OF CONSIDERATION

The consideration of the Acquisition was arrived at after arm's length negotiations between the Purchaser and the Vendor on normal commercial terms, without limitation, with reference to (i) the unaudited financial information of Target Group for the nine months ended 30 September 2020, (ii) the valuation of the Target Interest as at 31 August 2020 prepared by an independent valuer, being approximately RMB173,183,400, and (iii) the benefits and development prospects that will be brought to the Group by the Acquisition as set out in the paragraph headed "Reasons for and Benefits of the Acquisition" below.

GENERAL INFORMATION OF THE PARTIES

(I) The Purchaser

The Purchaser is a company incorporated under the laws of the BVI with limited liability and is a wholly-owned subsidiary of the Company which is principally engaged in investment holding.

(II) The Vendor

The Vendor is a company incorporated under the laws of the BVI with limited liability, which is principally engaged in investment holding. To the best knowledge of the Directors after making all reasonable enquiries, the Vendor and its ultimate beneficial owner are Independent Third Parties.

(III) The Target Company and the Target Group

The Target Company is a company incorporated under the laws of the BVI with limited liability and is principally engaged in investment holding. As at the date of this announcement, the Target Company is wholly-owned by the Vendor. The subsidiaries of the Target Company are principally engaged in property development.

The Target Group is currently developing two projects in the Guizhou Province of the PRC, Project Xishui and Project Renhuai. Project Xishui, which is located right next to the Huanbei Avenue, Shanwang Street, Xishui County at of the Guizhou Province, is a residential project currently under development with a site area of approximately 48,000 square meters and a gross floor area of approximately of 190,000 square meters (among which, the saleable area is approximately 140,000 square meters). Project Renhuai, which is located at Chengnan Community, Yanjin Street, Renhuai City of the Guizhou Province, is a residential and commercial project currently under development with a site area of approximately 72,000 square meters and a gross floor area of approximately of 320,000 square meters (among which, the saleable area is approximately 250,000 square meters).

(IV) The Group

The Group is a “new ecological industrial city service provider” and aims to take “industrial leadership” as development philosophy and actively integrate technological innovation, cultural tourism, commerce, health care service, education, medical treatment and other diversified industrial resources to form five main business models of “urban renewal, industrial parks, featured towns, residential communities and commercial service”. With the three operation service platforms of “industry, community and commerce” as back up, the Group will construct a new ecological industrial city service system of “1+5+3” that is unique to the Group.

FINANCIAL INFORMATION OF THE TARGET GROUP

Set out below is the unaudited consolidated financial information of the Target Group for the years ended 31 December 2018 and 2019 based on the unaudited management accounts of the Target Group:

	For the year ended 31 December	
	2018	2019
	<i>RMB'000</i> (unaudited)	<i>RMB'000</i> (unaudited)
Revenue	–	–
Profit/(Loss) before and after taxation	(4,879)	(17,572)

Based on the unaudited management accounts of the Target Group, the unaudited consolidated net asset value of the Target Group as at 30 September 2020 was approximately RMB225,685,000.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Target Projects are situated at desirable locations in the Guizhou Province which generate high local sales demand. Upon completion of the Acquisition and completion of the development of the Target Projects, the sale of properties on the Target Projects will bring in sales revenue and cash flow to the Group in the short-run, which can contribute and improve the financial results of the Group in the near future. The Acquisition can enhance the Group's existing business in developing residential projects and further expand its footprint to Guizhou Province. It is expected that the Group will benefit from the Acquisition to exert its strength, grasp the market opportunities and enhance its competitiveness in the property market in the PRC. The Board is of the view that the Acquisition represents a good opportunity for the Group which is in line with the Group's business growth.

Taking into consideration the benefits of the Acquisition to the Company, the Directors consider that the terms of the Acquisition are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As certain of the applicable percentage ratios (set out in Rule 14.07 of the Listing Rules) in respect of the Acquisition are more than 5% but all of them are less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Acquisition”	acquisition of the Target Interest
“Board”	board of Directors
“BVI”	British Virgin Islands
“Company”	Guangdong – Hong Kong Greater Bay Area Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1396)
“Consideration”	the consideration of HK\$188,267,000 (equivalent to approximately RMB160,000,000) payable by the Purchaser to the Vendor for the Acquisition pursuant to the Sale and Purchase Agreement
“Directors”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Parties”	parties not connected with the Company or its connected persons (as defined in the Listing Rules)
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China, which for the sole purpose of this announcement, shall exclude the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Project Renhuai”	a residential and commercial project located at Renhuai, Guizhou Province
“Project Xishui”	a residential project located at Xishui, Guizhou Province

“Purchaser”	Well Harmony Enterprises Limited, a company incorporated under the laws of the BVI with limited liability which is a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the sale and purchase agreement dated 30 November 2020 entered into between the Purchaser and the Vendor in relation to the Acquisition
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Best Ease Global Limited, a company incorporated under the laws of the BVI with limited liability which is wholly-owned by the Vendor as at the date of this announcement
“Target Group”	the Target Company and its subsidiaries
“Target Interest”	the 85% equity interest in the Target Company
“Target Projects”	collectively, Project Xishui and Project Renhuai
“Vendor”	Amber City Group Limited, a company incorporated under the laws of the BVI with limited liability, with its ultimate beneficial owner being Chen Junyu
“%”	per cent

By order of the Board of
Guangdong – Hong Kong Greater Bay Area Holdings Limited
WONG Choi Hing
Chairman and Executive Director

Hong Kong, 30 November 2020

As at the date of this announcement, the executive directors of the Company are Mr. Wong Choi Hing, Mr. Zeng Yunshu, Mr. Cai Hongwen, Mr. Yang Sanming and Mr. Wang Dewen; and the independent non-executive directors of the Company are Mr. Zhao Lihua, Mr. Lam Chi Yuen Nelson and Mr. Yue Zheng.