



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

**粤 港 湾 控 股 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1396)**

**PROXY FORM FOR EXTRAORDINARY GENERAL MEETING  
(or at any adjournment thereof)**

Number of shares to which this  
proxy form relates (Note 3)

I/We, \_\_\_\_\_  
of \_\_\_\_\_  
being registered shareholder(s) in the share capital of Guangdong – Hong Kong Greater Bay Area Holdings Limited (the “Company”) hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_  
or failing him/her, \_\_\_\_\_  
of \_\_\_\_\_  
or \*the Chairman of the meeting, as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting for the Company to be held  
at Level 35, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC, on Friday, 23 September 2022 at 4:00 p.m. and at any adjournment thereof, on  
the undermentioned resolution as indicated:

ORDINARY RESOLUTION		(See Note 4)	
		For	Against
1.	<p>“THAT subject to and conditional upon, among other things, the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:</p> <p>(a) every ten (10) issued and unissued ordinary share of HK\$0.01 each in the existing share capital of the Company be consolidated into one (1) ordinary share of HK\$0.1 each (each a “Consolidated Share”), and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company (the “Share Consolidation”);</p> <p>(b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “Directors”) of the Company may think fit; and</p> <p>(c) the Directors be and are hereby authorised to do all such acts, deeds and things and effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”</p>		

\* Delete where appropriate

Date: \_\_\_\_\_

Signature(s): \_\_\_\_\_

**Notes:**

- The Chairman of the extraordinary general meeting of the Company will demand a poll regarding the voting for all the resolution as set out above pursuant to regulatory requirements.
- You may appoint more than one proxy to attend and vote. The proxy need not be a shareholder of the Company.
- Please insert the number of shares of HK\$0.01 each in the capital of the Company registered in your name(s) to which this form of proxy relates. If no such information is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Please indicate with a “✓” in the appropriate space beside the resolution as to how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his discretion. Any alteration made to this form of proxy must be initialled only by the person who signs it.
- If the registered shareholder is a corporation, this form of proxy must be executed either under its common seal or under the hand of an officer or attorney authorised in writing.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority will be determined by the order in which the names appear in the Register of Members in respect of the joint holding.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of the same, must be completed, signed and deposited 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 of the above meeting.
- Completion and return of the form of proxy will not preclude shareholders 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.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- Your Personal Data will not be transferred to any third parties (other than the Share Registrars of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.