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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (“AGM”) of GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED (“Company”) will be held at Room 1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 1 August 2023 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 2022.
2. To re-elect each as a separate resolution, the following persons as directors of the Company:
 - (i) Mr. Tam Chung Sun;
 - (ii) Dr. Ho Chuk Man, James;
 - (iii) Mr. Lu Zhiming;
 - (iv) Mr. Tsang Ming To;
 - (v) Mr. Tong Wing Chi; and
 - (vi) Mr. Wan Kwun Lun.
3. To authorise the board of directors of the Company to fix the directors’ remuneration.

4. To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix the auditor's remuneration.
5. 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

(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.

“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).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in Resolution numbered 5(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.”

- (C) **“THAT** conditional upon the passing of Resolutions numbered 5(A) and 5(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 numbered 5(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 numbered 5(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.”

SPECIAL RESOLUTION

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

“THAT:

- (a) the proposed amendments to the existing bye-laws of the Company (the “Proposed Amendments”), details of which are set out in Appendix III to the circular of the Company dated 23 June 2023, be and are hereby approved;
- (b) the amended and restated bye-laws of the Company (the “New Bye-Laws”), incorporating all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and for identification purpose initialled by the chairman of this meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect after the close of this meeting; and
- (c) any Director and/or company secretary and/or registered office provider be and is hereby authorised to do all such acts and things and execute and deliver all such documents for and behalf of the Company as he considers necessary, desirable, appropriate or expedient for the purpose of giving effect of the Proposed Amendments and the Company’s adoption of the New Bye-Laws.”

By Order of the Board
**GREATER BAY AREA DYNAMIC
GROWTH HOLDING LIMITED**
Yuen Wai Keung
Company Secretary

Hong Kong, 23 June 2023

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 Wednesday, 26 July 2023 to Tuesday, 1 August 2023, 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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 25 July 2023.
3. 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 17th Floor, Far East Finance Centre, 16 Harcourt Road, 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.
4. 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.
5. 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.
6. With respect to Resolution numbered 2 above, Mr. Tam Chung Sun, Dr. Ho Chuk Man, James, Mr. Lu Zhiming, Mr. Tsang Ming To, Mr. Tong Wing Chi and Mr. Wan Kwun Lun shall retire and, being eligible, have offered themselves for re-election at the AGM. Details of the said retiring Directors are set out in Appendix II to this circular.

As at the date of this notice, the Board comprises:

Executive Directors:

Mr. Tam Chung Sun (*Chairman*)
Dr. Ho Chuk Man, James
Mr. Lu Zhiming
Mr. Tsang Ming To

Independent Non-executive Directors:

Mr. Chen Zeng Guang
Mr. Tong Wing Chi
Mr. Wan Kwun Lun