

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Guangdong – Hong Kong Greater Bay Area Holdings Limited (the “**Company**”) is pleased to announce that Mr. Chen Yangsheng (“**Mr. Chen**”) has been appointed as an independent non-executive Director, the chairman of the nomination committee (the “**Nomination Committee**”) and a member of the audit committee (the “**Audit Committee**”) of the Company with effect from 5 July 2023.

The biographical details of Mr. Chen are set out below:

Mr. Chen, aged 60, has more than 40 years of experience in financial management and extensive experience in business management and real estate market in China.

Mr. Chen has been a non-independent director of the Shenzhen Urban Transport Planning Center Co., Ltd. (the shares of which are listed on the ChiNext of Shenzhen Stock Exchange (the “**SZSE**”), stock code: 301091.SZ) since December 2022. He was a director, the chief financial officer and a member of the Committee of the Communist Party of China of Shenzhen Smart City Technology Development Group Co., Ltd. from June 2021 to May 2023. From January 2017 to June 2021, Mr. Chen had held positions as a director, chief financial officer and a member of the Committee of the Communist Party of China of Shenzhen Tefa Group Co., Ltd. He was a supervisor of Shenzhen Tefa Land Property Co., Ltd. from March 2018 to March 2022 and Shenzhen Tellus Holding Co., Ltd. (the shares of which are listed on the Main Board of SZSE, stock code: 000025.SZ) from May 2017 to September 2021. Mr. Chen was a supervisor of Shenzhen Tagen Group Co., Ltd. (the shares of which are listed on the Main Board of SZSE, stock code: 000090.SZ) from May 2006 to November 2017. From April 2011 to April 2017, he was a director and the chief financial officer of Shenzhen Agricultural Power Group Co., Ltd. (formerly known as Shenzhen Agricultural Power Co., Ltd., the shares of which are listed on the Main Board of SZSE, stock code: 000061.SZ). From March 2005 to January 2011, he was a director and chief financial officer of Shenzhen State-owned Duty Free Commodity (Group) Co., Ltd.. From March 2008 to March 2009, he was the chief financial officer of Shenzhen Nongke Group Co. Ltd (formerly known as Shenzhen Nongke Group Company). From July 2000 to March 2005, he was the chief financial officer of the Shenzhen

Aokangde Group Co., Ltd. (formerly known as Shenzhen Aokangde Group Ltd. and Shenzhen Aokangde Petroleum Trading Group Company). From February 1988 to July 2000, Mr. Chen worked in the Finance Department of the Shenzhen Industrial Products Group Company, with his last position being the head of the department. He worked as an accounting clerk in the Finance and Accounting Office of Shenzhen Commercial General Company from August 1982 to February 1988.

Mr. Chen obtained a master degree in Economics from Party School of the Guangdong Provincial Committee of the Communist Party of China in September 2001 and a college degree in Economic Management from Guangdong Radio and TV University (now known as Guangdong Open University) in July 1987. Mr. Chen obtained the qualification of Senior Accountant from the Department of Personnel of Guangdong Province (now known as Human Resources and Social Security Department of Guangdong Province) in December 2002.

Mr. Chen has entered into a letter of appointment with the Company for a term of three years unless either party issues a notice of termination not less than 14 days in advance, with effect from 5 July 2023. Pursuant to the articles of association of the Company, Mr. Chen will retire at the forthcoming annual general meeting of the Company and shall be subject to re-election at such meeting. Pursuant to the letter of appointment, Mr. Chen is entitled to receive a director's fee of HK\$150,000 per annum as determined by the Board with reference to his skills, experience and responsibilities with the Company and the current market conditions. Mr. Chen has confirmed that he meets the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Save as disclosed above, as at the date of this announcement, Mr. Chen (i) does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the date of this announcement; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholders of the Company (having the meaning ascribed to it in the Listing Rules); (iii) does not have any interest in the securities (within the meaning of Part XV of the Securities and Futures Ordinance) of the Company; and (iv) has not previously held any other position with any member of the Group and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Chen that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Chen in joining the Board.

#### **COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21 AND 3.27A OF THE LISTING RULES**

Following the appointment of Mr. Chen, (i) the Board comprises three independent non-executive Directors and the Company has appointed independent non-executive Directors representing a minimum of one-third of the Board as required under Rules 3.10(1) and 3.10A of the Listing Rules; (ii) the Audit Committee comprises three members and each of the member is an independent non-

executive Director, which fulfills the requirement under Rule 3.21 of the Listing Rules and the terms of reference of the Audit Committee; and (iii) the Nomination Committee is chaired by an independent non-executive director and comprising a majority of independent non-executive Directors, which fulfills the requirement under Rule 3.27A of the Listing Rules and the terms of reference of the Nomination Committee.

By order of the Board  
**Guangdong – Hong Kong Greater Bay Area Holdings Limited**  
**ZENG Yunshu**  
*Chairman and Executive Director*

Hong Kong, 5 July 2023

*As at the date of this announcement, the executive Directors are Mr. Zeng Yunshu, Mr. Wong Choi Hing, Mr. Cai Hongwen, Mr. He Fei and Ms. Wei Haiyan; and the independent non-executive Directors are Mr. Guan Huanfei, Mr. Han Qinchun and Mr. Chen Yangsheng.*