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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Guangdong – Hong Kong Greater Bay Area Holdings Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)**

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Guangdong – Hong Kong Greater Bay Area Holdings Limited to be held at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC, on Wednesday, 26 June 2024 at 10:30 a.m. is set out on pages 19 to 23 of this circular. A form of proxy for use at the AGM is enclosed and such form of proxy is also published at the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.youngogroup.com](http://www.youngogroup.com).

Whether or not you propose to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so desire and the form of proxy will be deemed to be revoked.

3 June 2024

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC, on Wednesday, 26 June 2024 at 10:30 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 19 to 23 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of the Directors
“Chairman”	the chairman of the Board
“Companies Act”	the Companies Act (Revised) of the Cayman Islands as amended from time to time
“Company”	Guangdong – Hong Kong Greater Bay Area Holdings Limited (粵港灣控股有限公司), formerly known as Hydo International Holding Limited (毅德國際控股有限公司), an exempted company incorporated in the Cayman Islands on 19 October 2010 with limited liability, with its Shares listed on the Stock Exchange on 31 October 2013
“Connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	31 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

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## DEFINITIONS

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“Listing Committee”	has the same meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase, during the period as set out in the Repurchase Resolution, Shares up to a maximum of 10% of the total number of Shares of the Company in issue as at the date of passing the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution No. 5 of the AGM Notice
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time
“Share(s)”	share(s) of HK\$0.1 each in the share capital of the Company or, if there has been a capitalisation issue, rights issue, sub-division or consolidation of shares or reduction of capital in the share capital of the Company, shares forming part of the ordinary equity share capital of the Company of such other nominal amount as shall result from any such capitalisation issue, rights issue, sub-division or consolidation of shares or reduction of capital in the share capital of the Company

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## DEFINITIONS

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“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with any Shares or securities convertible into Shares and to make an offer or agreement or grant an option (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the exercise of such power, during the period as set out in the proposed ordinary resolution as referred to in ordinary resolution No. 4 of the AGM Notice, up to a maximum of 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution
“Share Option Scheme”	the share option scheme adopted by the Company on 30 May 2019
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber(s)”	eight subscribers under the Subscription Agreements
“Subscription”	subscription of the Subscription Shares by the Subscribers pursuant to the Subscription Agreements, and with respect to each Subscription Agreement, the subscription of the relevant Subscription Shares by the relevant Subscriber pursuant to such Subscription Agreement
“Subscription Agreements”	the eight subscription agreements of identical terms (save as particulars of the Subscribers) entered into between the Company and each of the Subscribers in relation to the Subscriptions dated 13 May 2024
“Subscription Price”	HK\$0.1 per Subscription Share
“Subscription Shares”	the 89,000,000 new ordinary shares to be subscribed by the Subscribers pursuant to the Subscription Agreements

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## DEFINITIONS

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“subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies (Winding Up And Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) whether incorporated in the British Virgin Islands, Hong Kong, the People’s Republic of China or elsewhere and “subsidiaries” shall be construed accordingly
“Supplemental Agreements”	the eight supplemental agreements to the Subscription Agreements of identical terms (save as particulars of the Subscribers) entered into between the Company and each of the Subscribers in relation to the Subscriptions dated 14 May 2024
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.



**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)**

*Executive Directors:*

Mr. Luo Jieping (*Chairman*)  
Mr. Wong Choi Hing (*Co-Chairman*)  
Mr. Cai Hongwen (*Co-Chairman*)  
Mr. He Fei (*CEO*)  
Ms. Wei Haiyan

*Non-executive Director:*

Mr. Zeng Yunshu

*Independent Non-executive Directors:*

Mr. Guan Huanfei  
Mr. Han Qinchun  
Mr. Chen Yangsheng

*Registered Office:*

PO Box 309  
Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

*Headquarters:*

Level 32, Block A  
Hong Long Century Plaza  
Luohu District  
Shenzhen, PRC

*Principal Place of Business  
in Hong Kong:*

Unit 916, 9/F  
China Merchants Tower  
Shun Tak Centre  
168–200 Connaught Road  
Central, Hong Kong

3 June 2024

*To the Shareholders*

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and provide you with information regarding resolutions to be proposed at the AGM relating to the (i) renewal of the Share Issue Mandate and the Repurchase Mandate; (ii) extension of the Share Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate; (iii) re-election of Directors; and (iv) proposed re-appointment of auditors, and to seek your approval of the relevant resolutions relating to these matters at the AGM.

### 2. RENEWAL OF GENERAL MANDATE TO ISSUE SHARES

On 6 June 2023, an ordinary resolution was passed by the Shareholders to grant a general mandate to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares or securities convertible into Shares and to make an offer or agreement or grant offers, agreements and options (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the exercise of such powers. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Share Issue Mandate at the AGM.

At the AGM, an ordinary resolution set out in resolution No. 4 of the AGM Notice will be proposed to the Shareholders to consider and, if thought fit, grant the Directors a new general and unconditional mandate to allot, issue and deal with Shares or securities convertible into Shares and to make an offer or agreement or grant offers, agreements and options (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the exercise of such powers, up to a maximum of 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, the issued share capital of the Company was HK\$54,273,540 divided into 542,735,400 Shares with par value of HK\$0.1 each. Subject to passing of the resolution approving the Share Issue Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Directors will be authorised to issue a maximum of 108,547,080 Shares under the Share Issue Mandate.

Subject to the passing of the Share Issue Mandate and the Repurchase Mandate, an ordinary resolution set out in resolution No. 6 of the AGM Notice will be proposed to extend the Share Issue Mandate to include the number of Shares repurchased under the Repurchase Mandate.

### 3. RENEWAL OF GENERAL MANDATE TO REPURCHASE SHARES

On 6 June 2023, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise all the powers of the Company to repurchase its own Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the AGM.



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## LETTER FROM THE BOARD

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At the AGM, an ordinary resolution set out in resolution No. 5 of the AGM Notice will be proposed to the Shareholders to consider, and if thought fit, grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase its own Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the SFC, applicable laws of the Cayman Islands and all applicable laws and/or the requirements under the Listing Rules or equivalent rules or regulations of any other stock exchange as amended from time to time. Under such Repurchase Mandate, the maximum number of Shares that the Company may be repurchased shall not exceed 10% of the total number of Shares of the Company in issue as at the date of passing the relevant resolution. As at the Latest Practicable Date, the issued share capital of the Company was HK\$54,273,540 divided into 542,735,400 Shares with par value of HK\$0.1 each. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the date of AGM, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 54,273,540 Shares.

Pursuant to the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to renew the Repurchase Mandate at the AGM.

#### **4. RE-ELECTION OF DIRECTORS**

Pursuant to Articles 16.2 and 16.3 of the Articles of Association, any Director appointed by the Board or by an ordinary resolution of the Company either to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election at that meeting. On 20 July 2023, Mr. Luo Jieping was appointed as an executive Director and the Chairman, Mr. Zeng Yunshu resigned as executive Director and Chairman and re-designated as a non-executive Director. On 5 July 2023, Mr. Chen Yangsheng was appointed as an independent non-executive Director. Accordingly, the Board has resolved to submit the proposal as an ordinary resolution at the AGM to approve the re-election of Mr. Luo Jieping as an executive Director, Mr. Zeng Yunshu as a non-executive Director and Mr. Chen Yangsheng as an independent non-executive Director.

Pursuant to Article 16.18 of the Articles of Association, at every annual general meeting, one-third of the Directors for the time being shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed by the Board or by an ordinary resolution of the Company either to fill a casual vacancy or as an addition to the Board shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall be eligible for re-election at the annual general meeting. Accordingly, Mr. Wong Choi Hing (executive Director) and Mr. Cai Hongwen (executive Director) shall be eligible for re-election at the AGM.

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## LETTER FROM THE BOARD

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At the AGM, ordinary resolutions set out in resolution No. 2 of the AGM Notice will be proposed to re-elect (i) Mr. Luo Jieping as an executive Director; (ii) Mr. Wong Choi Hing as an executive Director; (iii) Mr. Cai Hongwen as an executive Director; (iv) Mr. Zeng Yunshu as a non-executive Director; and (v) Mr. Chen Yangsheng as an independent non-executive Director.

Biographical details of the Directors to be re-elected, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

### 5. PROPOSED RE-APPOINTMENT OF AUDITORS

Elite Partners CPA Limited (“Elite Partners”) is proposed to be re-appointed as the independent auditors of the Company to hold office until the conclusion of the next annual general meeting, and it is also proposed that the Board be authorised to fix their remuneration for the year of 2024.

### 6. ANNUAL GENERAL MEETING

The Company will convene the AGM at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC, on Wednesday, 26 June 2024 at 10:30 a.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions in the AGM Notice as set out on pages 19 to 23 of this circular.

The register of members of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024, both days inclusive, during such period no transfer of Shares will be registered. In order to qualify for attendance of the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 20 June 2024.

A form of proxy for use at the AGM is enclosed and such form of proxy is also published at the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.youngogroup.com](http://www.youngogroup.com). Whether or not you propose to attend the AGM, you are requested to complete the form of proxy and return it to the Company’s branch 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 the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting in person if you so desire. If you attend and vote at the AGM, the authority of your proxy will be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 8. RECOMMENDATION

The Directors believe that the (i) renewal of the Share Issue Mandate and the Repurchase Mandate; (ii) extension of the Share Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate; (iii) re-election of Directors; and (iv) re-appointment of auditors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully

For and on behalf of the Board

**Guangdong – Hong Kong Greater Bay Area Holdings Limited**

**LUO Jieping**

*Chairman and Executive Director*

*This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:*

### **1. SHARE CAPITAL**

As at 31 December 2023, the issued share capital of the Company was HK\$45,373,540 divided into 453,735,400 Shares with par value of HK\$0.1 each. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 45,373,540 Shares. The Company entered into the Subscription Agreements dated 13 May 2024 and the Supplemental Agreements dated 14 May 2024 with each of the Subscribers, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscribers have conditionally agreed to subscribe for, an aggregate of 89,000,000 Subscription Shares at the Subscription Price of HK\$0.1 per Subscription Share pursuant to the general mandate granted to the Directors by the Shareholders at the general meeting of the Company held on 6 June 2023 to allot and issue up to 90,747,080 Shares. As at the Latest Practicable Date, the issued share capital of the Company has been increased from HK\$45,373,540 divided into 453,735,400 Shares with par value HK\$0.1 each, to HK\$54,273,540 divided into 542,735,400 Shares with par value HK\$0.1 each, by the creation of an additional 89,000,000 Shares of which the rights are identical to those of the existing Shares in all respects. For details, please refer to the announcements of the Company dated 13 May 2024 and 14 May 2024.

### **2. REASONS FOR REPURCHASE**

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

The Company is empowered by its Articles of Association to repurchase Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the laws of the Cayman Islands. The laws of the Cayman Islands and the Articles of Association provide that payment for a share repurchase may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Act, out of capital of the Company. The amount of premium payable on repurchase of Shares may only be paid out of either profits or out of the share premium account of the Company or subject to the Companies Act, out of capital of the Company

provided that the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business (i.e. it must be solvent).

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled upon repurchase but the aggregate amount of authorised share capital would not be reduced.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2023 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company.

#### 4. SHARE PRICES

During each of the previous 12 months prior to the printing of this circular, the highest and lowest prices at which the Shares traded on the Stock Exchange were as follows:

<b>Shares Traded Price</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
June	1.00	0.52
July	0.55	0.45
August	0.60	0.29
September	0.32	0.30
October	0.49	0.19
November	0.41	0.17
December	0.24	0.24
<b>2024</b>		
January	0.24	0.12
February	0.12	0.11
March	0.16	0.12
April	0.13	0.08
May	0.75	0.09

## 5. UNDERTAKING

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 and in accordance with the Listing Rules, the Articles of Association, the laws of Hong Kong and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if the Repurchase Resolution is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and according to the register of substantial Shareholders' interests in Shares kept under section 336 of Part XV of the SFO, China Guangdong – Hong Kong Greater Bay Area Holdings Limited (“**CG-HKGBAHL**”) was interested in aggregate of 276,443,711 Shares, representing approximately 50.94% of the total number of Shares of the Company in issue. CG-HKGBAHL is owned as to 84% by Ruixinhaide Holdings Limited (“**RXHD Holdings**”), RXHD Holdings is owned as to 100% by Solid Wealth Holdings Limited (“**Solid Wealth**”), and Solid Wealth is owned as to 90% by Ms. Zeng Yan. By virtue of Part XV of the SFO, each of RXHD Holdings, Solid Wealth and Ms. Zeng Yan is deemed to be interested in all the Shares held by CG-HKGBAHL. As at the Latest Practicable Date, in the event that the Directors exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of CG-HKGBAHL would be increased to approximately 56.59% of the then total number of Shares of the Company in issue, and such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences of any purchases made under the Repurchase Mandate which may arise under the Takeovers Code. The Directors do not intend to repurchase Shares to the extent that the Company cannot satisfy its minimum requirement for public float.

## 7. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The following are the particulars of the biographical details of the Directors proposed to be re-elected at the AGM in accordance with the Articles of Association:*

**Mr. Luo Jieping (羅介平)**, aged 42, is our executive Director and Chairman. Mr. Luo graduated from Zhongnan University of Economics and Law with a Bachelor's degree in Economics in June 2003, and obtained his Master of Laws degree from Wuhan University in June 2011. Mr. Luo joined the Communist Party of China in December 2000. Mr. Luo has been the vice general manager and the party member of Shenzhen Smart City Technology Development Group Co., Ltd. (深圳市智慧城市科技發展集團有限公司) since May 2021. Mr. Luo served as the director of the Office of Shenzhen Finance Bureau (Comprehensive Approval Department) from July 2019 to May 2021, and as the director of Shenzhen Finance Bureau Treasury Payment Center from November 2018 to July 2019. Mr. Luo had been the director of the Electronic Tax Management Center of Shenzhen Local Taxation Bureau from February 2018 to November 2018, and served as the deputy director of the Electronic Tax Management Center of Shenzhen Local Taxation Bureau from July 2015 to February 2018. Mr. Luo successively served as a staff member, deputy chief staff member and chief staff member of the Office of Shenzhen Local Taxation Bureau from September 2005 to July 2015, and served as a staff member of the Comprehensive Department of Shenzhen Finance Bureau and a staff member of the Office of Shenzhen Finance Bureau from July 2003 to September 2005. Mr. Luo is the son-in-law of Mr. Zeng Yunshu (the non-executive Director of the Company) and the spouse of Ms. Zeng Yan (a controlling shareholder of the Company).

The Company has entered into a service agreement with Mr. Luo in relation to his appointment as an executive Director for a term of three years from 20 July 2023, unless either party issues a notice of termination not less than 30 days in advance. Pursuant to the articles of association of the Company, Mr. Luo shall retire from office by rotation and shall be eligible for re-election at the AGM. Pursuant to the service agreement, Mr. Luo is entitled to receive a total remuneration package of RMB1,880 thousand per annum, 40% of which is subject to the performance assessment, which are determined by the Board with reference to his skills, experience, responsibilities with the Company and the current market conditions. The total amount of remuneration of Mr. Luo for the year ended 31 December 2023 was approximately RMB860 thousand.

Save as disclosed above, Mr. Luo (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Luo has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.



**Mr. Wong Choi Hing (王再興)**, aged 71, is the founder of our Group. Mr. Wong was appointed as the chairman of the Board and an executive Director since October 2019, re-designated from an executive Director to a non-executive Director on 20 January 2022, while remained as the chairman of the Board. Mr. Wong has been re-designated as an executive Director and the co-Chairman of the Board since 27 June 2022. He has over 20 years of experience in the development and operation of large-scale trade and logistics centres and is one of the core leaders of the industry, participating in the implementing of industry standards and industry self-regulations. From October 2010 to August 2014, Mr. Wong was chairman of the Board, executive Director and CEO of the Group, chaired and witnessed the important stage of the Group's listing in Hong Kong. Mr. Wong has received a number of social honours, including member of the 11th and 12th Chinese People's Political Consultative Conference ("CPPCC") National Committee (政協第十一屆和第十二屆全國委員會), vice-president of the 3rd and 4th China Society for Promotion of the Guangcai Program (中國光彩事業促進會), Standing Member of the 10th and 11th executive committee of All-China Federation of Industry and Commerce (中華全國工商業聯合會), committee member of the Election Committee of Hong Kong (香港選舉委員會), founding president of Hong Kong China Chamber of Commerce (香港中國商會), Chairman of Friendship Federation of Hong Kong Jiangxi Community Organisations (香港江西社團(聯誼)總會), honorary president of Federation of Hong Kong Guangdong Community Organisations (香港廣東社團), permanent honorary president of Federation of Hong Kong Shenzhen Association (香港深圳社團總會), honorary president of Federation of Hong Kong Chiu Chow Community Organizations (香港潮屬社團總會), honorary president of Chaozhou and Shantou Chamber of Commerce in Shenzhen (深圳市潮汕商會), vice-chairman of Shenzhen Harmony Club (深圳同心俱樂部), executive president of the General Association of Jiangxi Entrepreneurs, (贛商聯合總會), among others. Mr. Wong is the father of Mr. Wong Kim, the beneficial owner of Eminent Ascend Limited, which owns 6.13% of issued share capital of the Company as at the date of this circular.

The Company has entered into a service agreement with Mr. Wong in relation to his appointment as an executive Director for a term of three years from 27 June 2022, unless either party issues a notice of termination not less than 30 days in advance. Pursuant to the articles of association of the Company, Mr. Wong shall retire from office by rotation and shall be eligible for re-election at the AGM. Mr. Wong entered into a supplemental service agreement with the Company on 31 January 2024, pursuant to which, the total remuneration package of Mr. Wong has been adjusted to HK\$200 thousand per annum from 1 February 2024, which are determined by the Board with reference to his skills, experience, responsibilities with the Company and the current market conditions. The total amount of remuneration of Mr. Wong for the year ended 31 December 2023 was approximately RMB700 thousand.

Save as disclosed above, Mr. Wong (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.



Save as disclosed above, Mr. Wong has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Mr. Cai Hongwen (蔡鴻文)**, aged 60, had been appointed as our Co-Chairman, executive Director and CEO since October 2019. He resigned as CEO of the Group in June 2020 and resigned as Co-Chairman of the Board in January 2022. He was appointed as the Co-Chairman of the Board on 27 June 2022. He is a construction engineer and an architect. Mr. Cai has been engaged in business operations for more than 20 years, during which he has successfully established Guangdong Hongyi Group and China Hakka Park which is the first cultural tourism industry park project in China and which the project was selected as the “Guangdong Province New Urbanization 2511 Beautiful Town Pilot Project”, and won the “2017 Third China Outstanding Contribution Award in the Tourism Industry”, that is, the “Pegasus Award”, and he has also engaged in many tourism real estate projects across the country. Mr. Cai was a member of the 11th and 12th Guangdong Provincial People’s Congress, member of the 4th, 5th and 6th Meizhou Municipal People’s Congress, Standing Committee Member of the 5th, 6th and 7th Meizhou Municipal People’s Congress, vice-chairman of Meizhou Federation of Industry and Commerce, and chairman of Meijing District Federation of Industry and Commerce. He currently holds positions at a number of organisations and associations, including executive vice-president of Guangdong Hakka Chamber of Commerce, mentor of the Top 10,000 National Outstanding Mentors for Innovative Entrepreneurship, visiting professor and member of the governing board of Jiaying Academy in Meizhou of Guangdong Province, and vice president of the Quanjinglian and director of Feature Towns Committee, honorary president of Guangdong Province Wuhua Chamber of Commerce, Vice President of Guangdong Real Estate Industry Association, honorary president of Meizhou Real Estate Industry Association, president of Meizhou Wuhua Chamber of Commerce. Mr. Cai has received numerous honours, such as the “Guangdong May 1st Labour Certificate Award”, “Meizhou Outstanding Private Entrepreneur”, Meizhou’s Third “Ten Outstanding Youth”, “Meizhou Entrepreneurship Star” and “Glorious Career Medal”. Mr. Cai is enthusiastic about social welfare, education, medical care and rural revitalization. He has made donations amounted to more than RMB500 million. Mr. Cai is a director of CG-HKGBAHL.

The Company has entered into a service agreement with Mr. Cai in relation to his appointment as an executive Director of the Company for a term of three years from 20 January 2022, unless either party issues a notice of termination not less than 30 days in advance. Pursuant to the articles of association of the Company, Mr. Cai shall retire from office by rotation and shall be eligible for re-election at the AGM. Mr. Cai entered into a supplemental service agreement with the Company on 31 January 2024, pursuant to which, the total remuneration package of Mr. Cai has been adjusted to HK\$200 thousand per annum from 1 February 2024, which are determined by the Board with reference to his skills, experience, responsibilities with the Company and the current market conditions. The total amount of remuneration of Mr. Cai for the year ended 31 December 2023 was approximately RMB700 thousand.

Save as disclosed above, Mr. Cai (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Cai has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Mr. Zeng Yunshu (曾雲樞)**, aged 71, had been appointed as our Co-Chairman and executive Director since October 2019 and resigned as Co-Chairman of the Board in January 2022. Since 27 June 2022, Mr. Zeng has been appointed as the Chairman, and resigned as Chairman and re-designated as a non-executive Director on 20 July 2023. He has been engaged in business operations for over 20 years and is a senior economist. He has successfully established a number of enterprises with proven experience in property development and management. Mr. Zeng was the chairman of the board of directors from January 2007 to November 2011 and executive director from January 2007 to June 2012 of Hong Long Holdings Limited (now known as Suncity Group Holdings Limited) (stock code: 1383.hk). Mr. Zeng worked at Shenzhen Petrochemical Industry (Group) Co. Ltd. and domestically associated enterprise in Shenzhen in 1991. From 1981 to 1990, Mr. Zeng served at various departments of the Xingning and Meizhou municipal governments. Mr. Zeng was the Standing Committee Member of the Meizhou CPPCC, and currently holds positions at a number of organisations and associations, including vice president of Shenzhen Charity Federation, honorary president of Guangdong Hakka Chamber of Commerce, permanent honorary president of Shenzhen Ningjiang Cultural Promotion Association and permanent honorary president of Shenzhen Hongli Charitable Foundation. Mr. Zeng has received numerous honors, such as “Yiju Top 30 Real Estate Pioneers of Shenzhen” and “Gold Award for Personal Charitable Donations in Pengcheng”. Mr. Zeng is a director of each of RXHD Holdings and CG-HKGBAHL. Mr. Zeng is the father-in-law of Mr. Luo Jieping (an executive Director and the Chairman of the Board) and the father of Ms. Zeng Yan (a controlling shareholder of the Company).

The Company has entered into a service agreement with Mr. Zeng in relation to his appointment as the non-executive Director of the Company for a term of three years from 20 July 2023, unless either party issues a notice of termination not less than 14 days in advance. Pursuant to the articles of association of the Company, Mr. Zeng shall retire from office by rotation and shall be eligible for re-election at the AGM. Mr. Zeng entered into a supplemental service agreement with the Company on 31 January 2024, pursuant to which, the total remuneration package of Mr. Zeng has been adjusted to HK\$200 thousand per annum from 1 February 2024, which are determined by the Board with reference to his skills, experience, responsibilities with the Company and the current market conditions. The total amount of remuneration of Mr. Zeng for the year ended 31 December 2023 was approximately RMB700 thousand.

Save as disclosed above, Mr. Zeng (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Zeng has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Mr. Chen Yangsheng (陳陽升)**, aged 61. Mr. Chen has been appointed as an independent non-executive Director since 5 July 2023. He 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) from December 2022 to July 2023. 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 Tegen 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.

The Company has entered into a service agreement with Mr. Chen in relation to his appointment as an independent non-executive Director for a term of three years from 5 July 2023, unless either party issues a notice of termination not less than 14 days in advance. Pursuant to the articles of association of the Company, Mr. Chen shall retire from office by rotation and shall be eligible for re-election at the AGM. Mr. Chen entered into a supplemental service agreement with the Company on 28 March 2024, pursuant to which, the director's fee of Mr. Chen has been adjusted to HK\$180 thousand per annum from 1 April 2024, which are determined by the Board with reference to his skills, experience, responsibilities with the Company and the current market conditions. The total amount of remuneration of Mr. Chen for the year ended 31 December 2023 was approximately HK\$74 thousand. Mr. Chen has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and confirmed that he has satisfied the criteria for independence set out therein.

Save as disclosed above, Mr. Chen (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company or other members of the Group; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. Chen has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

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NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of **Guangdong – Hong Kong Greater Bay Area Holdings Limited** (the “**Company**”) will be held at Level 32, Block A, Hong Long Century Plaza, Luohu District, Shenzhen, the PRC, on Wednesday, 26 June 2024 at 10:30 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”), the reports of the directors of the Company (the “**Directors**”) and the reports of the independent auditors of the Company (the “**Auditors**”) for the year ended 31 December 2023;
2. To re-elect the following Directors, and to authorise the board of directors (the “**Board**”) to fix the remuneration of the Directors:
  - (a) Mr. Luo Jieping as executive Director;
  - (b) Mr. Wong Choi Hing as executive Director;
  - (c) Mr. Cai Hongwen as executive Director;
  - (d) Mr. Zeng Yunshu as non-executive Director; and
  - (e) Mr. Chen Yangsheng as independent non-executive Director;
3. To re-appoint Elite Partners as Auditors of the Company and to authorise the Board to fix their remuneration for the year 2024;

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the shares of HK\$0.1 each in the capital of the Company (the **“Shares”**) or securities convertible into Shares and to make an offer or agreement or grant offers, agreements and options (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, options, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive Shares) which would or might require the Shares to be allotted and issued during or after the end of the Relevant Period;
- (c) the aggregate nominal value of the Shares allotted or issued or dealt with or agreed conditionally or unconditionally to be allotted and issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined in paragraph (d) of this resolution); (ii) the exercise of any subscription or conversion rights attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any options granted under the Share Option Scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles of Association”**), shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of the relevant resolution and conditional on the ordinary resolutions Nos. 5 and 6 below being passed, the aggregate number of Shares of the Company repurchased by the Company (if any) pursuant to the authorisation granted to the Directors under the ordinary resolution No. 5 below, and the approval granted pursuant to paragraphs (a) and (b) above shall be limited accordingly;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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, unless renewed by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in a general meeting, either conditionally or subject to condition;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws and the Articles of Association; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting; and

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Company (or by the Directors) to Shareholders whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) (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 authorised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the SFC and all applicable laws and/or the requirements under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or equivalent rules or regulations of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;



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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the aggregate nominal amount of the Shares to be authorised to repurchase by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares of the Company in issue as at the date of the passing of this resolution, and provided that immediately following any such repurchase, the Company shall be able to pay its debts as they fall due in the ordinary course of business, and the authority granted shall be limited accordingly; and

(c) 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, unless renewed by an ordinary resolution of the Shareholders in a general meeting, either conditionally or subject to condition;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles of Association; and

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional on the passing of ordinary resolutions Nos. 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution No. 4 above be and is hereby extended by the addition to the aggregate number of Shares of the Company which may be allotted and issued or dealt with, or agreed to be allotted and issued or dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution No. 5 above, provided that such extended amount shall not exceed 10% of the total number of Shares of the Company in issue as at the date of passing of the resolution No. 5.”

By order of the Board

**Guangdong – Hong Kong Greater Bay Area Holdings Limited**

**LUO Jieping**

*Chairman and Executive Director*

Hong Kong, 3 June 2024



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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (a) A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). Completion and return of the form of proxy will not preclude members 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.
- (b) In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be 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 the meeting or the adjourned meeting (as the case may be).
- (c) The register of members of the Company will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024, both days inclusive, during such period no transfer of Shares will be registered. In order to qualify for attendance of the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 20 June 2024.
- (d) With regard to resolution No. 2 in this notice, details of the re-elected Directors are set out in Appendix II to this circular to Shareholders dated Monday, 3 June 2024.
- (e) Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Article 14.1 of the Articles of Association provides that on a poll, every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register of members of the Company.
- (f) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, 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 shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (g) If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 8:00 a.m. on the date of the AGM, then the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the rescheduled meeting by a supplementary notice posted on the Company's website ([www.youngogroup.com](http://www.youngogroup.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

Shareholders should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

*As at the date of this notice, the executive Directors of the Company are Mr. Luo Jieping, Mr. Wong Choi Hing, Mr. Cai Hongwen, Mr. He Fei and Ms. Wei Haiyan, the non-executive Director of the Company is Mr. Zeng Yunshu and the independent non-executive Directors of the Company are Mr. Guan Huanfei, Mr. Han Qinshun and Mr. Chen Yangsheng.*