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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)

- (1) CHANGE OF DIRECTORS;**
- (2) APPOINTMENT OF MEMBER OF NOMINATION COMMITTEE;**
- (3) NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES; AND**
- (4) CONTINUED SUSPENSION OF TRADING**

The board of directors (the "**Board**") and directors (the "**Directors**") of Greater Bay Area Dynamic Growth Holding Limited (the "**Company**", together with its subsidiaries, collectively referred to as the "**Group**") announce the following changes of Directors:

CHAIRMAN OF THE BOARD SUSPENDED DUTIES

Mr. Tam Chung Sun, "Chairman Tam", has recently tendered his resignation as Chairman of the Board and Executive Director to the Board due to health reasons. Considering Chairman Tam's contributions to the Group during his tenure, the Board has resolved to request Chairman Tam to retain office and to temporarily suspend his duties on sick leave until his health condition is suitable for resuming the duties of Chairman and he is continued to entitle the prescribed director fee during his sick leave period. Chairman Tam has agreed to this arrangement. Accordingly, the Board announces that Chairman Tam's duties as Chairman of the Board and Executive Director will be suspended with effect from 4 December 2025.

RESIGNATION OF EXECUTIVE DIRECTOR

The Board announces that Ms. Wen Yuanyi ("Ms. Wen") has resigned from her position as executive Director of the Company, with effect from December 4, 2025, to devote more time to her personal affairs.

Ms. Wen has confirmed that there is no disagreement between her and the Board, and there are no matters relating to her resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the shareholders of the Company.

The board of directors expresses its sincere gratitude to Ms. Wen for her services and contributions to the Group.

APPOINTMENT OF EXECUTIVE DIRECTOR AND CO-CHAIRMAN

The Board is pleased to announce that Mr. Tan Junjie ("**Mr. Tan**") has been appointed as executive Director and Co-Chairman ("**Co-Chairman**") of the Board of the Company, with effect from 4 December 2025. Mr. Tan is the son of Chairman Tam.

The biographical details of Mr. Tan are as follows:

Mr. Tan, 34 years old, holds a master degree in Public Administration from Tsinghua University in Beijing and a master degree in Project Management from Northeastern University in the United States of America.

Mr. Tan has been actively involved in Hong Kong community services since 2012, and has participated in the election campaigns of multiple terms of the Hong Kong Legislative Council and District Councils.

Mr. Tan has extensive experience in various fields such as domestic trade, finance, real estate development, sports, and emerging internet industries. His real estate development projects cover cities including Guangzhou, Enping, Shaoguan, and Qingyuan. Mr. Tan has served as the Vice Chairman of 中旅投資廣州天晨房地產開發有限公司 (CTI Guangzhou Tianchen Real Estate Development Co., Ltd.*) since 2024.

In addition, Mr. Tan, via a sports and cultural communication company founded by him, obtained the authorization from the Winter Sports Management Center of the General Administration of Sport of China to use the official logo "China Ice and Snow" in the Guangdong-Hong Kong-Macau Greater Bay Area during the 2022 Beijing Winter Olympics. It has planned several sports IP events and public promotion activities such as the "Guangdong-Hong Kong-Macau Greater Bay Area Ice Hockey Tournament". Moreover, as the controlling shareholder of China Ice and Snow APP and China Ice and Snow Website, which are the official media platforms of the Winter Sports Management Center of the General Administration of Sport of China, Mr. Tan has participated in their development, utilization, and promotion.

As a youth of the new generation who loves Hong Kong, Mr. Tan has been working hard to promote exchanges between Guangdong and Hong Kong, and has accumulated many social and business resources in both regions.

Mr. Tan has entered into a letter of appointment with the Company pursuant to which he was appointed as executive Director of the Company commencing from 4 December 2025. The appointment of Mr. Tan as executive Director may be terminated by a one-month notice in writing served by either party on the other. Mr. Tan is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-Laws of the Company ("Bye-Laws"). As at the date of this announcement, Mr. Tan does not have any interest or short positions in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance ("**SFO**") as recorded in the register required to be kept under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix C3 to the Listing Rules.

Mr. Tan is entitled to receive a director fee of HK\$150,000 per month from the Group for services provided to the Company in his capacity as executive Director. The emoluments of Mr. Tan are determined by the Board with reference to his duties and responsibilities with the Company and the Company's remuneration policy are subject to review by the remuneration committee of the Company from time to time. His emoluments are covered by the letter of appointment with the Company and any subsequent revision approved by the Board.

Save as disclosed above, as at the date of this announcement, Mr. Tan has confirmed to the Board that (i) he did not hold any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other position with the Company or its subsidiaries; (iii) does not have any other relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iv) does not have other major appointments and professional qualifications.

Save as disclosed above, there is no other information in relation to Mr. Tan's appointment that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in relation to Mr. Tan's appointment 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. Tan on his new appointment.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Gao Xiong ("**Mr. Gao**") has been appointed as an independent non-executive Director of the Company, with effect from 4 December 2025.

The biographical details of Mr. Gao are as follows:

Mr. Gao, 66 years old, holds several companies in China. He has over 30 years of experience in real estate development and cultural tourism project development. In 2017, Mr. Gao served as the Executive Deputy General Manager of 珠江實業廣州天晨房地產開發有限公司 (Zhujiang Shiye Guangzhou Tianchen Real Estate Development Co., Ltd.*) During 2021 to 2023, Mr. Gao has been the Director of Development, Management Department CTS Investment Guangzhou Tianchen Real Estate Development Co., Ltd.

Mr. Gao has entered into a letter of appointment with the Company pursuant to which he was appointed as an independent non-executive Director of the Company commencing from 4 December 2025. The appointment of Mr. Gao as independent non-executive Director may be terminated by a one-month notice in writing served by either party on the other. Mr. Gao is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-Laws of the Company ("Bye-Laws"). As at the date of this announcement, Mr. Gao does not have any interest or short positions in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") as recorded in the register required to be kept under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix C3 to the Listing Rules.

Mr. Gao has confirmed that (i) he has satisfied all the criteria for independence set out in Rule 3.13(8)(a) to (c) of the Listing Rules; (ii) he had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Mr. Gao is entitled to receive a director fee of HK\$10,000 per month from the Group for services provided to the Company in his capacity as an independent non-executive Director. The emoluments of Mr. Gao are determined by the Board with reference to his duties and responsibilities with the Company and the Company's remuneration policy are subject to review by the remuneration committee of the Company from time to time. His emoluments are covered by the letter of appointment with the Company and any subsequent revision approved by the Board.

Save as disclosed above, as at the date of this announcement, Mr. Gao has confirmed to the Board that (i) he did not hold any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other position with the Company or its subsidiaries; (iii) does not have any other relationship with any other directors, senior management, or substantial or controlling shareholders of the Company; and (iv) does not have other major appointments and professional qualifications.

Save as disclosed above, there is no other information in relation to Mr. Gao's appointment that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in relation to Mr. Gao's appointment 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. Gao on his new appointment.

APPOINTMENT OF MEMBER OF THE NOMINATION COMMITTEE

The Board of Directors announces that with effect from 4 December 2025, Ms. Chen Rongzhuo is appointed as a member of the Nomination Committee of the Company.

NON-COMPLIANCE WITH RULE 3.10A

Upon the suspension of Chairman Tam's duties, the resignation of Ms. Wen, the appointment of Mr. Tan and Mr. Gao, the number of independent non-executive directors of the Company increased to three. The Company does not comply with the requirement under Rule 3.10A of the Listing Rules that an issuer must appoint independent non-executive directors representing at least one-third of the Board.

The Company is in the process of identifying suitable candidates to fill the vacancies as soon as practicable in order to re-comply with the relevant requirements of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

CONTINUED SUSPENSION OF TRADING

As per the request of the Company, trading in the Company's shares on the Stock Exchange has been suspended since 2 April 2024 and will remain suspended until further notice. The

Company will keep its shareholders and investors informed of any significant development and will make further announcement(s) as and when appropriate in accordance with the Listing Rules.

Shareholders and potential investors should accordingly exercise caution when dealing in the securities of the Company.

By order of the board of directors of
**GREATER BAY AREA DYNAMIC
GROWTH HOLDING LIMITED**

Tan Junjie
Co-Chairman

Hong Kong, 10 December 2025

As at the date of this announcement, the executive Directors of the Company are Mr. Tan Junjie (Co-Chairman), Mr. Tam Chung Sun (duties suspended); Mr. Wu Shuo; Mr. Ouyang Peiji and Mr. Lau Mei Suen; non-executive Directors are Ms. Chen Rongzhuo and Mr. Chan Tak Hung; and the independent non-executive Directors are Mr. Chau Cham Hin Eric, Mr. Tse Chun Ho, Kevin and Mr. Gao Xiong.

** For identification only*