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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) CHANGES OF DIRECTORS;
(2) CHANGES IN THE COMPOSITION OF BOARD COMMITTEES;
(3) NON-COMPLIANCE WITH LISTING RULES 3.10 AND 3.10A;
(4) CHANGE OF ADDRESS OF HEAD OFFICE AND
PRINCIPAL PLACE OF BUSINESS AND
(5) CONTINUED SUSPENSION OF TRADING

The board (the “**Board**”) of directors (the “**Director(s)**”) of GREATER BAY AREA DYNAMIC GROWTH HOLDING LIMITED (“**Company**”), and together with its subsidiaries, the “**Group**”) hereby announces that

- (i) Mr. Ting Chuen Yan (“**Mr. Ting**”) resigned as independent non-executive Director and chairman of the audit committee of the Company with effect from 25 August 2025 in order to devote more time to his personal commitments.
- (ii) Mr. Tse Chun Ho, Kevin (“**Mr. Tse**”) has been appointed as independent non-executive Director, chairman of the audit committee and member of each of the remuneration committee and nomination committee of the Company with effect from 3 October 2025.
- (iii) The office of Mr. Wan Kwun Lun (“**Mr. Wan**”) as independent non-executive Director was vacated with effect from 3 October 2025.
- (iv) Ms. Chen Rongzhuo (“**Ms. Chen**”) resigned as chairman of the nomination committee and member of the remuneration committee of the Company with effect from 3 October 2025.

- (v) Mr. Ouyang Peiji (“**Mr. Ouyang**”) resigned as member of each of the remuneration committee and nomination committee of the Company with effect from 3 October 2025.
- (vi) Mr. Chan Tak Hung (“**Mr. Chan**”) was appointed as a member of the audit committee and resigned as a member of the nomination committee of the Company with effect from 3 October 2025.
- (vii) Mr. Chau Cham Hin, Eric (“**Mr. Chau**”) was appointed chairman of the nomination committee of the Company with effect from 3 October 2025.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Ting resigned as independent non-executive Director and chairman of the audit committee of the Company with effect from 25 August 2025 in order to devote more time to his personal commitments.

Mr. Ting has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs 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 hereby expresses its sincere gratitude to Mr. Ting for his services and contribution to the Group.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that Mr. Tse has been appointed as an independent non-executive Director, chairman of the audit committee and a member of each of the nomination committee and remuneration committee of the Company with effect from 3 October 2025.

The biographical details of Mr. Tse are as follows:

Mr. Tse, age 40, graduated from Leeds Metropolitan University in the United Kingdom with a honorable degree of Bachelor of Business Administration major in Accounting and Finance. Mr. Tse had been working in local listed companies for approximately 10 years and is experienced in handling merger and acquisition exercise, structural financing, secured loan projects, mezzanine financing for both listed and non-listed companies. He is well experienced in conducting analytical review on the financial statements of both listed and private companies. As the date of this announcement, Mr. Tse is running his own business which provides investment advisory services to his clients.

Mr. Tse 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 3 October 2025. The appointment of Mr. Tse as an independent non-executive Director may be terminated by a one-month notice in writing served by either party on the other. Mr. Tse 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. Tse 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 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. Tse 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 and HK\$10,000 for every six months of services as chairman of the audit committee. The emoluments of Mr. Tse 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.

Mr. Tse 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.

Save as disclosed above, as at the date of this announcement, Mr. Tse (i) 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) 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. Tse’s appointment that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Tse’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. Tse on his new appointment.

VACATION OF OFFICE OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that the office of Mr. Wan as an independent non-executive Director has vacated pursuant to section 107A(3) of the Companies Act (1981) of Bermuda and the Bye-Laws 97(A)(iii) of the Bye-Laws with effect from 3 October 2025. Bye-Laws 97(A)(iii) of the Bye-Laws provides that a director shall vacate his office if he absents himself from the meetings of the Board during a continuous period of six months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board pass a resolution that he has by reason of such absence vacated his office. As at 3 October 2025, Mr. Wan has been absent from meetings of the Board for more than six consecutive months without special leave of absence from the Board and has not appointed any alternate Director to attend such meetings of the Board in his stead. Having considered that Mr. Wan has not been able to discharge his duties as an independent non-executive Director and has been absent from the meetings of the Board for more than six consecutive months, the Board resolved on 3 October 2025 that the office of Mr. Wan as an independent non-executive Director shall be vacated with immediate effect. As such, Mr. Wan ceased to be an independent non-executive Director of the Company with effect from 3 October 2025.

The Board considers that the vacation of Mr. Wan's office as an independent non-executive Director will not have any material adverse effect on the functions of the Board nor the operations of the Company and the Group. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Board is not aware of any matter relating to the vacation of Mr. Wan's office as an independent non-executive Director that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board further announces the following changes in the composition of board committees of the Company with effect from 3 October 2025:

- (i) Ms. Chen resigned as chairman of the nomination committee and a member of the remuneration committee of the Company;
- (ii) Mr. Ouyang resigned as a member of the remuneration committee and nomination committee of the Company;
- (iii) Mr. Chan was appointed a member of the audit committee and resigned as a member of the nomination committee of the Company; and
- (iv) Mr. Chau was appointed chairman of the nomination committee of the Company.

NON COMPLIANCE OF LISTING RULES

Upon the resignation of Mr. Ting; the appointment of Mr. Tse; the vacation of office of Mr. Wan and the changes in the composition of the board committees, the number of independent non-executive Directors of the Company reduced to two and the Company no longer complies with the relevant requirements of the Listing Rules in respect of:

Rule 3.10

Every board of directors of a listed issuer must include:

(1) at least three independent non-executive directors; and

Rule 3.10A

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.

CHANGE OF ADDRESS OF HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

The Board announces that the address of head office and principal place of business of the Company has been changed to Room D, 3/F, No. 8 Hart Avenue, Tsimshatsui, Kowloon, Hong Kong with effect from 3 October 2025. The telephone number, facsimile number, email address and website of the Company will remain unchanged.

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**

Tam Chung Sun
Chairman

Hong Kong, 6 October 2025

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