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YOJNGO 粵港灣
GUANGDONG-HONG KONG GREATER BAY AREA
HOLDINGS LIMITED
粵港灣控股有限公司
(於開曼群島註冊成立的有限公司)
(股份代號：1396)

海外監管公告

本海外監管公告乃粵港灣控股有限公司（「本公司」）根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第13.10B條的規定刊發。

請參閱隨附日期為2024年10月31日的公告（「該公告」），該公告已於新加坡證券交易有限公司的網站發佈。

在聯交所網站刊登該公告僅旨在向香港投資者同步發佈資訊及為遵守上市規則第13.10B條的規定，並無其他目的。

承董事會命
粵港灣控股有限公司
主席兼執行董事
羅介平

香港，2024年10月31日

於本公告日期，本公司執行董事為羅介平先生、王再興先生、蔡鴻文先生、何飛先生及魏海燕女士；本公司非執行董事為曾雲樞先生；本公司獨立非執行董事為關浣非先生、韓秦春先生及陳陽升先生。

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state of the United States or other jurisdiction. The securities are being offered and sold outside the United States in reliance on Regulation S under the Securities Act and may not be offered or sold within the United States absent registration or an exemption from registration under the Securities Act. No public offering of the securities will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any part of the offering in the United States.*



**GUANGDONG – HONG KONG GREATER BAY AREA
HOLDINGS LIMITED**

粤 港 湾 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1396)

**THIRD SUPPLEMENT TO THE CONSENT SOLICITATION STATEMENT DATED SEPTEMBER
11, 2024 AND EXTENSION OF THE SECOND EXTENDED EXPIRATION DEADLINE
RELATING TO THE VARIABLE RATE SENIOR NOTES DUE 2029
(ISIN: XS2609459123; COMMON CODE: 260945912)**

Reference is made to the announcements of the Company dated September 11, 2024, September 18, 2024 and September 30, 2024 (the “**Announcements**”) and the consent solicitation statement dated September 11, 2024 (as supplemented by the supplemental consent solicitation statement dated September 18, 2024 and the second supplemental consent solicitation statement dated September 30, 2024, the “**Consent Solicitation Statement**”) in relation to the Consent Solicitation. Capitalized terms used in this announcement shall have the same meaning ascribed to them in the Announcement and the Consent Solicitation Statement.

Third Supplement to the Consent Solicitation Statement

The Company has elected to extend the Second Extended Expiration Deadline. The modifications are set forth in the third supplemental consent solicitation statement dated October 31, 2024 (the “**Third Supplemental Consent Solicitation Statement**”).

Extension of the Second Extended Expiration Deadline

The Company hereby announces that with immediate effect, the Second Extended Expiration Deadline is extended from 4:00 p.m., London Time on October 31, 2024 to 4:00 p.m., London Time on March 31, 2025 (the “**Third Extended Expiration Deadline**”).

Holder s who have validly delivered their Consents do not need to take any further action and may not revoke their Consents. Holder s who have not delivered their Consents wishing to participate in this Consent Solicitation must submit, or arrange to have submitted on its behalf, on or prior to the Third Extended Expiration Deadline and before the deadlines set by Euroclear and Clearstream (unless this Consent Solicitation is terminated earlier), a valid Electronic Consent Instruction to Euroclear or Clearstream, as the case may be. Only direct participants in Euroclear or Clearstream may submit Electronic Consent Instructions through Euroclear and Clearstream. If you are not a direct participant in Euroclear or

Clearstream, you must arrange for the direct participant through which you hold the Notes to submit an Electronic Consent Instruction on your behalf to the relevant clearing system prior to the deadline specified by the relevant clearing system. **Instructions in connection with the Consent Solicitation after the date hereof shall remain irrevocable.**

As soon as practicable following the receipt of the Requisite Consents by the Information and Tabulation Agent, who then certifies to the Trustee, the Company and the Subsidiary Guarantors that the Requisite Consents have been received as of the Consent Date, and in compliance with the conditions contained in the Indenture, the Company, the Subsidiary Guarantors and the Trustee will execute the Second Supplemental Indenture, giving effect to the Proposed Amendments on the Effective Time. The Consent Date may fall before or on the Third Extended Expiration Deadline and the Effective Time may fall before, on or after the Third Extended Expiration Deadline. In addition, the Company reserves the right to extend, amend or terminate this Consent Solicitation at any time before the earlier of the Effective Time and the Third Extended Expiration Deadline.

Except as set forth in the Third Supplemental Consent Solicitation Statement, all other terms and conditions of the Consent Solicitation as set out in the Consent Solicitation Statement remain unchanged.

Further Details

For a detailed statement of the terms and conditions of the Consent Solicitation, Holders should refer to the Consent Solicitation Statement as supplemented by the Third Supplemental Consent Solicitation Statement.

The Consent Solicitation Statement, the Third Supplemental Consent Solicitation Statement, this announcement and all documents related to the Consent Solicitation can be found on the Consent Website: <https://deals.is.kroll.com/youngo>.

General

This announcement is not a solicitation of consent with respect to the Notes. The Consent Solicitation is being made solely pursuant to the Consent Solicitation Statement as supplemented by the Third Supplemental Consent Solicitation Statement and related documents, which set forth in detail the terms of the Consent Solicitation. Holders should not contact the Company with respect to the Consent Solicitation and should not rely solely on this announcement. All statements contained herein are qualified by the Consent Solicitation Statement as supplemented by the Third Supplemental Consent Solicitation Statement.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession of this announcement comes are required to inform themselves about, and to observe, any such restrictions.

By order of the Board
Guangdong – Hong Kong Greater Bay Area Holdings Limited
LUO Jieping
Chairman and Executive Director

October 31, 2024

As at the date of this announcement, 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 Qinchun and Mr. Chen Yangsheng.