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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)

**CHANGE OF DIRECTORS
AND
CHANGES IN THE COMPOSITIONS OF BOARD COMMITTEES
AND
COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES**

The board of Directors (the “**Board**”) of Greater Bay Area Dynamic Growth Holding Limited (the “**Company**”) announces that:

Mr. Wu Shuo has been appointed as an executive director of the Company with effect from 29 March 2025.

Mr. Ting Chuen Yan has been appointed as an independent non-executive director and chairman of the Audit Committee of the Company with effect from 29 March 2025.

Reference is made to the announcement of the Company dated 24 September 2024 (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Wu Shuo has been appointed as an executive director of the Company with effect from 29 March 2025.

The biographical details of Mr. Wu Shuo are as follows-

Mr. Wu Shuo (“**Mr. Wu**”), aged 37, was appointed as an executive director of the Company with effect from 29 March 2025. He graduated from Sun Yat-Sen University in Guangzhou with a master degree in software engineering. Currently, he is the founder and chairman of the board of Messcat Software Co., Limited (“**Messcat**”). He has excellent leadership and influence in sectors including technology, digital transformation of enterprises and business ecosystems of the Greater Bay Area.

Mr. Wu was also the vice chairman of Guangzhou Software Industry Association and Guangzhou Outstanding Entrepreneur in the Software Industry. He has over 10 years of experience in the technology industry who led Messcat to be the core partners of Huawei, Inspur, Tencent and other leading enterprises. His industry resources have successfully driven Messcat to become a digital solution for governments and large enterprises.

He was a representative of Chaoshan young entrepreneur, a member of the Guangzhou Yuexiu District Committee of Chinese People’s Political Consultative Conference and a specialist advisor of the Guangzhou Committee of the Chinese People’s Political Consultative Conference. Mr. Wu has extensive network in the political and business sectors in the Greater Bay Area.

Mr. Wu has entered into a letter of appointment with the Company as an executive director on 29 March 2025, subject to retirement by rotation and eligible for re-election in accordance with Bye laws of the Company. The appointment of Mr. Wu as an executive director may be terminated by one months' notice in writing served by either party on the other. Mr. Wu will receive a remuneration of HKD100,000 per month and such other fringe benefit as the Board shall in its discretion deem appropriate. The remuneration of Mr. Wu has been reviewed by the Remuneration Committee of the Company and was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and responsibilities of Mr. Wu with the Company. The remuneration of Mr. Wu is subject to review by the Board and the Remuneration Committee from time to time.

As at the date of this announcement, Mr. Wu 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 Future Ordinance (Chapter 571 of the Laws of Hong Kong) (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 for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix C3 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Save as disclosed above, as at the date of this announcement, Mr. Wu (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 for the information disclosed above, as at the date of this announcement, there is no other information of Mr. Wu that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters relating to the appointment of Mr. Wu that need to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEE

The Board also announces that Mr. Ting Chuen Yan has been appointed as an independent non-executive director of the Company with effect from 29 March 2025.

The biographical details of Mr. Ting Chuen Yan are as follows:

Mr. Ting Chuen Yan (“**Mr. Ting**”), aged 37, has been appointed as an independent non-executive director of the Company on 29 March 2025. He is also appointed as the chairman of the Audit Committee of the Company. He obtained a degree of Bachelor of Commerce (Honors) in Accountancy from The Hong Kong Baptist University in 2010 and has been a member of the Hong Kong Institute of Certified Public Accountants since 2018. Mr. Ting has over 15 years of experience in auditing, accounting and financial reporting. Mr. Ting worked in Moore Stephens HK from April 2012 to November 2014 with his last position as a senior auditor. Mr. Ting then worked in PricewaterhouseCoopers from November 2014 to January 2018. Mr. Ting then worked in Mass CPA Limited from January 2018 to March 2025 with his last position as the managing director. Mr. Ting has been a director of Antonio & Clayton CPA Limited since June 2024.

Mr. Ting has entered into a letter of appointment with the Company pursuant to which he is appointed as an independent non-executive director of the Company commencing from 29 March 2025. The appointment of Mr. Ting as an independent non-executive director may be terminated by one months’ notice in writing served by either party on the other. Mr. Ting 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.

As at the date of this announcement, Mr. Ting 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. Ting is entitled to receive a director’s 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 the chairman of the Audit committee. The emoluments of Mr. Ting are determined by the Board with reference to his duties and responsibilities with the Company and the Company’s remuneration policy and 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. Ting 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. Ting (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 for the information disclosed above, as at the date of this announcement, there is no other information of Mr. Ting that is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters relating to the appointment of Ms. Ting 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. Wu and Mr. Ting on their new appointments.

COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES

Following the appointment of Mr. Ting as an independent non-executive Director, the Company is now in compliance with (i) Rule 3.10 (1) of the Listing Rules, which stipulates that the Board must have three independent non-executive Directors, and (ii) Rule 3.21 of the listing rules, which stipulates that the Audit Committee must have a minimum of three members.

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 Board will keep its shareholders and investors informed of any significant developments and the Company will issue further announcement(s) as and when appropriate or required under the Listing Rules.

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

By order of the Board
**GREATER BAY AREA DYNAMIC
GROWTH HOLDING LIMITED**
Tam Chung Sun
Chairman

Hong Kong, 1 April 2025

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Tam Chung Sun (*Chairman*)
Dr. Ho Chuk Man, James
Mr. Wu Shuo

Independent Non-executive Directors:

Mr. Chau Cham Hin Eric
Mr. Wan Kwun Lun
Mr. Ting Chuen Yan

Non-Executive Directors:

Ms. Chen Rongzhuo
Mr. Chan Tak Hung