

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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) QUARTERLY UPDATE ON PROGRESS OF RESUMPTION AND BUSINESS OPERATIONS; AND (2) CONTINUED SUSPENSION OF TRADING

This announcement is made by Greater Bay Area Dynamic Growth Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 and Rule 13.24A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the provisions of inside information under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated (i) 21 March 2024 in relation to, among other things, the possible delay in publication of the 2023 annual results and possible delay in dispatch of the 2023 annual report; (ii) 2 April 2024 in relation to suspension of trading in the shares of the Company on the Stock Exchange; and (iii) 13 May 2025 in relation to, among other things, the resumption guidance for the resumption of trading in the Company’s shares (the “**Shares**”) set by the Stock Exchange (the “**Resumption Guidance**”) (collectively, the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as defined in the Announcements unless the context otherwise requires.

UPDATE ON BUSINESS OPERATIONS AS AT 2 JULY 2024

The Company was principally engaged in the sector of hotel operations in the People’s Republic of China (“**PRC**”).

Hotel Operations

The Directors are pleased to provide the following update regarding the hotel operation business as at 2 July 2024:

On 19 March 2024, the Company was made aware of a complaint received by the Stock Exchange, alleging that, based on public search records, the Group had disposed of its 70% equity interest in Rosedale Hotel Shenyang to a third party (the “**Third Party**”) on 23 February 2024 (the “**Purported Disposal**”).

Following a preliminary review, the Company noted that the 70% equity interest in Rosedale Hotel Shenyang is currently registered under the name of the Third Party, who is not connected with the Group. It was further noted that Mr. Lu Zhiming, the former executive director of the Company and the then legal representative of Rosedale Hotel Shenyang, had executed the relevant documents in relation to the Purported Disposal. Based on available information, the Third Party has since sub-leased the hotel to three well-known hotel brands in the PRC.

The Company has obtained legal advice from its PRC legal counsel, who opined that the Purported Disposal was unauthorized, unlawful and improperly executed. The Board is of the view that the beneficial ownership of the 70% equity interest in Rosedale Hotel Shenyang remains legally vested with the Group.

Separately, the Group’s operation of Rosedale Hotel Guangzhou continues to remain stable and normal. The Group has retained effective control and ownership of the property since the suspension of trading in the Company’s shares.

Save for the matters disclosed above, the Company has not identified any material irregularities or significant changes in the Group’s other operations since the suspension of trading.

UPDATE ON PROGRESS OF RESUMPTION AS AT 2 JULY 2024

Below is the Resumption Guidance and the update on the progress of the Company's resumption plan with details of actions that the Company has taken or intends to take as well as the expected timeframe in fulfilling the Resumption Guidance to resume trading in the Shares:

Initial Resumption Guidance	Update on resumption progress
(i) publish all outstanding financial results required under the Listing Rules and address any audit modifications	<p>As disclosed in the announcement of the Company dated 21 March 2024, the publication of the annual results for the year ended 31 December 2023 (the “2023 Annual Results”) has been delayed as the Company requires additional time to collect and collate the necessary information from its subsidiaries to complete the accounting and audit processes. The delay was further compounded by data disruption caused during the relocation of the Company's office. In addition, due to the Purported Disposal, the Company has been unable to obtain sufficient information to complete the audit of the relevant financial statements.</p> <p>The Company is actively working with its subsidiaries and the managements to resolve the outstanding issues and aims to publish the 2023 Annual Results as soon as practicable.</p> <p>Further announcement(s) will be made to inform shareholders of any material developments.</p>
(ii) demonstrate compliance with Rule 13.24 of the Listing Rules	<p>The Company is in the process of assessing the impact of the Purported Disposal on the Group's business operations and financial position.</p> <p>An internal investigation has been initiated to ascertain the circumstances surrounding the incident.</p>

The Company will take all necessary steps to safeguard its assets and business, and will demonstrate its continuing operations and sufficient level of business under Rule 13.24 upon conclusion of the investigation.

(iii) re-comply with Rule 3.10A of the Listing Rules

The Company is reviewing the composition of its board and will take appropriate steps to fulfill the requirements under Rule 3.10A of the Listing Rules.

Further announcement(s) will be made upon the appointment of the required number of independent non-executive directors.

(iv) inform the market of all material information for the Company's shareholders and investors to appraise the Company's position

The Company is currently conducting an internal investigation regarding the Purported Disposal and assessing the business and financial impact.

The Company will make further announcement(s) to inform shareholders and investors of all material information as soon as practicable to enable them to appraise the Company's latest position.

UPDATE ON BUSINESS OPERATIONS AS AT 2 OCTOBER 2024

Hotel Operations

The Directors are pleased to provide the following update regarding the hotel operation business as at 2 October 2024:

The Company has reported the Purported Disposal to the Shenyang police force. According to the latest updates, an official investigation is currently being conducted. The investigation covers, among other things, a full review of the transaction documentation, tracing of the fund flows arising from the Purported Disposal, and interviews with individuals suspected to have been involved, including certain senior personnel of the Company.

Based on legal advice obtained from the Company’s PRC legal counsel, the Purported Disposal is considered unlawful under PRC law. The legal counsel is of the view that the Company holds a strong legal position and has valid grounds to seek reversal of the transaction. In the event that the Purported Disposal is successfully reversed, the Company will retain the right to either terminate or continue with the sub-lease arrangements currently in place with three independent hotel operators.

Separately, the Board has become aware of suspected misconduct involving certain members of the senior management of Rosedale Hotel Guangzhou. It is alleged that unauthorized agreements may have been entered into using counterfeit company chops with certain independent PRC entities (the “**Illegal Acts**”). These acts are believed to be the result of individual misconduct and are not reflective of the Group’s policies or practices.

Despite the above, Rosedale Hotel Guangzhou has remained in normal operation and continues to be under the control and ownership of the Group as of the date of this update.

Save as disclosed above, the Board has not identified any material irregularities or significant developments in the Group’s other day-to-day business operations since the last quarterly update.

UPDATE ON PROGRESS OF RESUMPTION AS AT 2 OCTOBER 2024

Below is the Resumption Guidance and the update on the progress of the Company’s resumption plan with details of actions that the Company has taken or intends to take as well as the expected timeframe in fulfilling the Resumption Guidance to resume trading in the Shares:

Initial Resumption Guidance

Update on resumption progress

- | | |
|--|--|
| (i) publish all outstanding financial results required under the Listing Rules and address any audit modifications | As of the date of this update, the Company has not yet published the 2023 Annual Results or the interim results for the six months ended 30 June 2024 (the “ 2024 Interim Results ”). The delay is primarily due to the Company’s inability to obtain financial information from Rosedale Hotel Shenyang following the Purported Disposal involving an unauthorized transfer of 70% equity interest to a third party. |
|--|--|

Furthermore, McMillan Woods (Hong Kong) CPA Limited resigned as auditor of the Group with effect from 12 August 2024. The Company is actively identifying and engaging with potential replacement auditors. No new auditor has been appointed as of the date of this update. As a result, the publication of the 2023 Annual Results and 2024 Interim Results will be further delayed.

The Company acknowledges that such delays constitute non-compliance with Rules 13.49(1), 13.46(2)(a), 13.46(2)(b), and 13.48 of the Listing Rules. Further announcement(s) will be made to inform shareholders of any material developments.

- (ii) demonstrate compliance with Rule 13.24 of the Listing Rules

The Company is continuing to assess the impact of the Purported Disposal on its financial position and operations. Legal advice from PRC counsel confirms that the disposal was unlawful and that the Company retains legal ownership of the asset. Nevertheless, due to the unresolved situation and lack of control over Rosedale Hotel Shenyang, the Company has not yet been able to demonstrate compliance with Rule 13.24. The Company will provide further updates upon progress of the legal proceedings and recovery actions.

- (iii) re-comply with Rule 3.10A of the Listing Rules

The Company is in the process of reviewing its board composition and intends to appoint the requisite number of independent non-executive directors to satisfy the requirements under Rule 3.10A. No appointments have been made as of the date of this update.

- (iv) inform the market of all material information for the Company's shareholders and investors to appraise the Company's position
- As at the date of this update, the Company has not yet made any detailed disclosure to the public regarding the circumstances and implications of the Purported Disposal. The Company is currently conducting an internal investigation into Purported Disposal and assessing its business and financial impact.

The Company will make further announcement(s) to inform shareholders and investors of all material information as soon as practicable to enable them to appraise the Company's latest position.

Second Resumption Guidance

Update on resumption progress

- (i) conduct an appropriate independent investigation into the Purported Disposal, announce the findings, assess the impact on the Company's business operation and financial position and take appropriate remedial action
- The Company is continuing its internal investigation into the Purported Disposal. It was identified that the transaction was executed by a former executive director in collaboration with certain members of senior management without any authorization of the Board. The matter has been reported to the Shenyang police force, who were conducting an official investigation. As at the date of this update, the investigation remains ongoing.

The Company will assess and announce the findings and their implications upon availability of further information.

(ii) demonstrate that there is no reasonable regulatory concern about the integrity, competence and/or character of the Group's management and/or any persons with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence

The Company acknowledges that the involvement of certain former and current senior personnel in the Purported Disposal has raised concerns over management integrity.

The Board is reviewing the roles and responsibilities of relevant individuals and will take appropriate disciplinary or legal action to address misconduct.

Further updates will be provided to demonstrate that appropriate governance and personnel measures have been implemented to restore investor confidence.

(iii) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to meet its obligations under the Listing Rules

The Company has initiated preliminary discussions with experts to be appointed for the independent internal control review.

The Company will appoint an independent expert in due course and announce the findings and remedial measures when available.

Third Resumption Guidance

Update on resumption progress

(i) re-comply with Rules 3.10, 3.21, 3.25 and 3.27A

The Company is in the process of reviewing its board and committee composition to ensure compliance with the corporate governance requirements under the Listing Rules. No appointments have been made as of the date of this update.

The Company will make further announcements upon completion of the necessary appointments and re-compliance.

UPDATE ON BUSINESS OPERATIONS AS AT 2 JANUARY 2025

Hotel Operations

The Directors are pleased to provide the following update regarding the hotel operation business as at 2 January 2025:

As at the date of this update, the Company continues to monitor the situation concerning the Purported Disposal of 70% equity interest in Rosedale Hotel Shenyang. While the Shenyang police force is conducting an ongoing criminal investigation, the Company has instructed its PRC legal advisers to formally apply to the relevant judicial authorities in Shenyang for the freezing of the subject equity interest and to prevent any further changes to the registered ownership. In parallel, the Company is liaising with the local company registration bureau to initiate rectification procedures aimed at reversing the Purported Disposal and restoring the Group's legal ownership of the asset.

Meanwhile, Rosedale Hotel Shenyang remains in operation under the three hotel brands as disclosed in the previous quarterly update. Based on publicly available information obtained through hotel booking platforms, the hotels appeared to be operating under normal conditions. In light of the ongoing dispute, and to safeguard the interests of the Group, the relevant authorities have taken steps to withhold lease rental payments made by the sub-tenants, pending resolution of the ownership matter.

Separately, there has been no change in the operation or ownership of Rosedale Hotel Guangzhou since the last quarterly update.

Save as disclosed above, the Board has not identified any material irregularities or significant developments in the Group's other day-to-day business operations since the last quarterly update.

UPDATE ON PROGRESS OF RESUMPTION AS AT 2 JANUARY 2025

Below is the Resumption Guidance and the update on the progress of the Company's resumption plan with details of actions that the Company has taken or intends to take as well as the expected timeframe in fulfilling the Resumption Guidance to resume trading in the Shares:

Initial Resumption Guidance

- (i) publish all outstanding financial results required under the Listing Rules and address any audit modifications

Update on resumption progress

As at the date of this update, the Company has not yet published the 2023 Annual Results and the 2024 Interim Results. The continued delay is primarily due to the Company's inability to obtain financial information from Rosedale Hotel Shenyang following the Purported Disposal. To facilitate consolidation, the Board has instructed its PRC legal advisers to liaise with Shenyang police force to retrieve all necessary financial information of Rosedale Hotel Shenyang. The Company has also submitted an application to the judicial authorities in Shenyang to freeze the disputed equity interest and prevent any further ownership transfer. In parallel, the Company is liaising with the relevant company registration bureau to initiate procedures for reversing the Purported Disposal.

The Company has made every effort to engage a qualified accounting firm to fill the vacancy following the resignation of McMillan Woods (Hong Kong) CPA Limited on 12 August 2024. As of the date of this update, no new auditor has been appointed. Accordingly, the publication of the 2023 Annual Results and 2024 Interim Results will be further delayed.

Further announcement(s) will be made to inform shareholders of any material developments.

- (ii) demonstrate compliance with Rule 13.24 of the Listing Rules
- The Company is actively pursuing legal proceedings to reverse the Purported Disposal and to regain access to its financial and operational data. Upon successful reversal and restoration of access, the Company will be in a position to demonstrate that it has a sufficient level of operations and assets under its control, as required under Rule 13.24.
- (iii) re-comply with Rule 3.10A of the Listing Rules
- The Company is in the process of reviewing its board composition and intends to appoint the requisite number of independent non-executive directors to satisfy the requirements under Rule 3.10A. No appointments have been made as of the date of this update.
- (iv) inform the market of all material information for the Company's shareholders and investors to appraise the Company's position
- As at the date of this update, the Company has not yet made any detailed disclosure to the public regarding the circumstances and implications of the Purported Disposal. The Company is currently conducting an internal investigation into Purported Disposal and assessing its business and financial impact.
- The Company will make further announcement(s) to inform shareholders and investors of all material information as soon as practicable to enable them to appraise the Company's latest position.

Second Resumption Guidance

Update on resumption progress

(i) conduct an appropriate independent investigation into the Purported Disposal, announce the findings, assess the impact on the Company's business operation and financial position and take appropriate remedial action

The Company's internal investigation into the Purported Disposal remains ongoing. It was determined that the transaction was executed by a former executive director in collaboration with certain members of senior management without any authorisation of the Board. The matter has been reported to the Shenyang police force, which is conducting a formal criminal investigation. The Board has instructed its legal advisers to assist in retrieving financial documents and reversing the Purported Disposal.

Further announcements will be made upon the availability of investigation findings and implementation of remedial actions.

(ii) demonstrate that there is no reasonable regulatory concern about the integrity, competence and/or character of the Group's management and/or any persons with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence

The Board acknowledges the concern raised by the involvement of former and current senior personnel in the Purported Disposal and the Illegal Acts. The Board is conducting a thorough review of the roles and responsibilities of the Group's senior management and key personnel. Upon completion of the investigation, the Company will assess the competence and integrity of involved personnel and take appropriate disciplinary or remedial actions.

(iii) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to meet its obligations under the Listing Rules

The Company has initiated preliminary discussions with the expert to be appointed for the independent internal control review.

The Company will appoint an independent expert in due course and announce the findings and remedial measures when available.

Third Resumption Guidance

Update on resumption progress

- (i) re-comply with Rules 3.10, 3.21, 3.25 and 3.27A
- The Company is in the process of reviewing its board and committee composition to ensure compliance with corporate governance requirements under the Listing Rules. No appointments have been made as at the date of this update. The Company will provide further information upon completion of necessary changes and re-compliance.

UPDATE ON BUSINESS OPERATIONS AS AT 2 APRIL 2025

Hotel Operations

The Directors are pleased to provide the following update regarding the hotel operation business as at 2 April 2025:

As at the date of this update, there has been no material change in the operations of Rosedale Hotel Shenyang since the last quarterly update. The Company is actively liaising with the company secretary in the British Virgin Islands (“**BVI**”) to pursue the restoration of Shenyang Hotel Holdings Limited, a struck-off BVI entity and the immediate holding company of Rosedale Hotel Shenyang. The restoration of this holding entity is a critical procedural step required to initiate the process for the reversal of the Purported Disposal.

Separately, there has been no change in the operations or ownership structure of Rosedale Hotel Guangzhou since the last quarterly update.

Save as disclosed above, the Board has not identified any material irregularities or significant developments in the Group’s other day-to-day business operations since the last quarterly update.

UPDATE ON PROGRESS OF RESUMPTION AS AT 2 APRIL 2025

Below is the Resumption Guidance and the update on the progress of the Company’s resumption plan with details of actions that the Company has taken or intends to take as well as the expected timeframe in fulfilling the Resumption Guidance to resume trading in the Shares:

Initial Resumption Guidance

Update on resumption progress

- (i) publish all outstanding financial results required under the Listing Rules and address any audit modifications

As at the date of this update, the Company has not yet published the 2023 Annual Results, the 2024 Interim Results, and the annual results for the year ended 31 December 2024. The delay is primarily due to the Company's inability to obtain complete financial information from Rosedale Hotel Shenyang following the Purported Disposal. To address this, the Company has successfully obtained clarification from the Shenyang Shenhe District Market Supervision and Administration Bureau* (瀋陽市沈河區市場監督管理局) on the procedures for reversing the Purported Disposal (the "**Reversal**") and has secured an order from the relevant Shenyang judiciary authorities to freeze and prevent any further transfer of ownership of Rosedale Hotel Shenyang. The Company is in the process of restoring Shenyang Hotel Holdings Limited, the struck-off BVI-incorporated immediate holding company of Rosedale Hotel Shenyang, as a prerequisite to implementing the Reversal.

Company has continued to make every effort to appoint a qualified accounting firm to act as its new auditor. However, as at the date of this update, no auditor has been appointed.

As such, the publication of the outstanding financial results will continue to be delayed. Further announcement(s) will be made to inform shareholders of any material developments.

- (ii) demonstrate compliance with Rule 13.24 of the Listing Rules
- The Company is actively working toward regaining effective control over Rosedale Hotel Shenyang through legal and regulatory channels. The successful freezing of the disputed equity interest and initiation of the Reversal process are key steps in re-establishing operational control and access to financial information.
- Upon completion of the Reversal and restoration of the BVI holding company, the Company expects to be in a better position to demonstrate compliance with Rule 13.24.
- (iii) re-comply with Rule 3.10A of the Listing Rules
- According to the announcement of the Company dated 1 April 2025 in relation to, among others, the appointment of independent non-executive Director (the “**Appointment Announcement**”), Mr. Ting Chuen Yan has been appointed as an independent non-executive Director and Chairman of the Audit Committee with effect from 29 March 2025.
- Following this appointment, the Company has re-complied with Rule 3.10A of the Listing Rules as at the date of this update.
- (iv) inform the market of all material information, including disclosing inside information of the Company required under the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance, for the Company’s shareholders and other investors to appraise the Company’s position
- As at the date of this update, the Company has not yet made any detailed disclosure to the public the material information, including disclosing inside information of the Company regarding the circumstances surrounding the Purported Disposal and the Illegal Acts involving certain PRC subsidiaries. The Company is in the process of preparing a comprehensive resumption plan and identifying suitable professionals to conduct an independent forensic investigation.

The Company will publish further announcements to inform shareholders and potential investors of any material developments, including updates on the forensic investigation and the resumption plan, in accordance with the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

Modified Second Resumption Guidance

Update on resumption progress

- (i) conduct an appropriate independent forensic investigation into the Purported Disposal and Illegal Acts, announce the findings, assess the impact on the Company's business operation and financial position, and take appropriate remedial actions

The Company has commenced preparation for an independent forensic investigation into the Purported Disposal and any other potential irregularities involving its PRC subsidiaries. Relevant professionals have been engaged to assist with the formulation of a comprehensive resumption plan.

The Company is currently in the process of identifying and appointing the suitably qualified independent forensic auditor to conduct the investigation.

Further announcements will be made to provide updates on the engagement of the forensic expert, progress of the investigation, and any material findings or remedial actions to be taken.

- (ii) demonstrate that there is no reasonable regulatory concern about the integrity, competence and/or character of the Group's management and/or any persons with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence

The Board acknowledges the concern raised by the involvement of former and current senior personnel in the Purported Disposal and the Illegal Acts. The Board is conducting a thorough review of the roles and responsibilities of the Group's senior management and key personnel. Upon completion of the investigation, the Company will assess the competence and integrity of involved personnel and take appropriate disciplinary or remedial actions.

- (ii) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to meet its obligations under the Listing Rules

The Company has initiated preliminary discussions with the expert to be appointed for the independent internal control review.

The Company will appoint an independent expert in due course and announce the findings and remedial measures when available.

Third Resumption Guidance

Update on resumption progress

- (i) re-comply with Rules 3.10, 3.21, 3.25 and 3.27A

As at the date of this update, the Company has re-complied with Rules 3.10 and 3.21 of the Listing Rules following the Appointment Announcement.

The Company is continuing its review of the composition of the Board and its committees to ensure full compliance with Rules 3.25 and 3.27A. Further announcements will be made upon full re-compliance.

The Company will publish further announcement(s) to keep the shareholders of the Company and potential investors informed on the status and development of the Company as and when appropriate in accordance with the requirements under the Listing Rules.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on The Stock Exchange of Hong Kong Limited was suspended from 9:00 a.m. on 2 April 2024 and will remain suspended until further notice. Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company. The Company will keep the public informed of the latest developments by making further announcement(s) as and when appropriate.

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

Hong Kong, 13 May 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
Mr. Ouyang Peiji
Mr. Lau Mei Suen

Independent Non-Executive Directors:

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

Non-Executive Directors:

Ms. Chen Rongzhuo
Mr. Chan Tak Hung