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**GUANGDONG INVESTMENT LIMITED**  
**( 粵 海 投 資 有 限 公 司 )**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00270)**

**(1) DISCLOSEABLE AND CONNECTED TRANSACTIONS IN RELATION TO  
THE PROPOSED ACQUISITIONS OF EQUITY INTERESTS IN TWO TARGET  
COMPANIES**  
**AND**  
**(2) CONTINUING CONNECTED TRANSACTIONS AFTER COMPLETION**

**THE PROPOSED ACQUISITIONS**

The Board is pleased to announce that on 28 October 2025:

- (i) Guangdong Water Investment (as purchaser) (being a wholly-owned subsidiary of the Company) and Guangdong Yuehai Water (as seller) (being a wholly-owned subsidiary of Guangdong Holdings) entered into Equity Transfer Agreement (Yangjiang), pursuant to which Guangdong Water Investment has agreed to purchase, and Guangdong Yuehai Water has agreed to sell, Sale Equity (Yangjiang) (representing 51% of the total equity interest in Target Company (Yangjiang)) at the consideration of RMB155,977,800 (subject to adjustment (if any) in accordance with the terms of Equity Transfer Agreement (Yangjiang)) in cash; and
- (ii) Guangdong Water Holdings (as purchaser) (being a wholly-owned subsidiary of the Company) and Guangdong Yuehai Water (as seller) (being a wholly-owned subsidiary of Guangdong Holdings) entered into Equity Transfer Agreement (Shantou), pursuant to which Guangdong Water Holdings has agreed to purchase, and Guangdong Yuehai Water has agreed to sell, Sale Equity (Shantou) (representing 2% of the total equity interest in Target Company (Shantou)) at the consideration of RMB70,876,400 (subject to adjustment (if any) in accordance with the terms of Equity Transfer Agreement (Shantou)) in cash.

Completion of each of the Equity Transfer Agreement (Yangjiang) and Equity Transfer Agreement (Shantou):

- (a) is not conditional on the other agreement being completed; and

(b) is conditional upon the passing of the respective ordinary resolutions by the Independent Shareholders at the EGM approving each of them.

Upon Completion, the Target Companies will become non-wholly owned subsidiaries of the Company.

### **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio in respect of the Proposed Acquisitions (on an aggregated basis) calculated pursuant to the Listing Rules is more than 5%, but all the applicable percentage ratios are less than 25%, the entering into the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder constitute discloseable transactions of the Company, and are therefore subject to the announcement requirement under Chapter 14 of the Listing Rules.

Guangdong Holdings is the ultimate controlling shareholder of the Company, hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Guangdong Yuehai Water is a wholly-owned subsidiary of Guangdong Holdings, hence an associate of Guangdong Holdings and also a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Proposed Acquisitions (on an aggregated basis) calculated pursuant to the Listing Rules is more than 5%, the entering into the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder are subject to the reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **CONTINUING CONNECTED TRANSACTIONS AFTER COMPLETION**

Prior to the date of this announcement, the Target Companies had entered into the Existing Continuing Agreements with members of the Guangdong Holdings Group, and such agreements are expected to continue after the expected Completion Date. As at the date of this announcement and prior to Completion, the Target Companies are not subsidiaries of the Company and therefore, the continuing transactions contemplated under the Existing Continuing Agreements do not constitute connected transactions of the Company. Upon Completion, the Target Companies will become subsidiaries of the Company. As such, the continuing transactions contemplated under the Existing Continuing Agreements will become continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Each of the Existing Continuing Agreements will be regarded as a specific individual agreement as contemplated under the 2024 Financial Services Framework Agreement, the 2025 Support Services Framework Agreement and the 2025 Solar Power Plants Framework Agreement, as the case may be.

## GENERAL

A circular containing, among others, (i) further details of the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder; (ii) a letter from the Independent Board Committee to the Independent Shareholders in relation to the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder; (iii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders; and (iv) the notice convening the EGM, is expected to be despatched to the Shareholders on or before 24 November 2025, which is more than 15 business days after publication of this announcement as additional time is required by the Company to prepare the relevant information in the circular.

### A. THE PROPOSED ACQUISITIONS

The Board is pleased to announce that on 28 October 2025:

- (i) Guangdong Water Investment (as purchaser) (being a wholly-owned subsidiary of the Company) and Guangdong Yuehai Water (as seller) (being a wholly-owned subsidiary of Guangdong Holdings) entered into Equity Transfer Agreement (Yangjiang), pursuant to which Guangdong Water Investment has agreed to purchase, and Guangdong Yuehai Water has agreed to sell, Sale Equity (Yangjiang) (representing 51% of the total equity interest in Target Company (Yangjiang)) at the consideration of RMB155,977,800 (the “**Yangjiang Consideration**”) (subject to adjustment (if any) in accordance with the terms of Equity Transfer Agreement (Yangjiang)) in cash; and
- (ii) Guangdong Water Holdings (as purchaser) (being a wholly-owned subsidiary of the Company) and Guangdong Yuehai Water (as seller) (being a wholly-owned subsidiary of Guangdong Holdings) entered into Equity Transfer Agreement (Shantou), pursuant to which Guangdong Water Holdings has agreed to purchase, and Guangdong Yuehai Water has agreed to sell, Sale Equity (Shantou) (representing 2% of the total equity interest in Target Company (Shantou)) at the consideration of RMB70,876,400 (the “**Shantou Consideration**”) (subject to adjustment (if any) in accordance with the terms of Equity Transfer Agreement (Shantou)) in cash.

Completion of each of the Equity Transfer Agreement (Yangjiang) and Equity Transfer Agreement (Shantou):

- (a) is not conditional on the other agreement being completed; and
- (b) is conditional upon the passing of the respective ordinary resolutions by the Independent Shareholders at the EGM approving each of them.

Upon Completion, the Target Companies will become non-wholly owned subsidiaries of the Company.

## A.1 Equity Transfer Agreement (Yangjiang)

The salient terms of Equity Transfer Agreement (Yangjiang) are set out as follows:

**Date:** 28 October 2025

**Parties:** (1) Guangdong Water Investment (as purchaser)

(2) Guangdong Yuehai Water (as seller)

### *Subject matter*

Pursuant to Equity Transfer Agreement (Yangjiang), Guangdong Water Investment has agreed to purchase, and Guangdong Yuehai Water has agreed to sell, Sale Equity (Yangjiang) (representing 51% of the total equity interest in Target Company (Yangjiang)) at the Yangjiang Consideration, subject to adjustment (if any) in accordance with the terms of Equity Transfer Agreement (Yangjiang) (details of which are set out in the section headed “A. The Proposed Acquisitions – A.1 Equity Transfer Agreement (Yangjiang) – Consideration and basis of determination – Consideration adjustment” in this announcement). In respect of and among Sale Equity (Yangjiang), the capital amount of RMB108,263,922 has been paid up and the capital amount of RMB31,136,112 (the “**Unpaid Amount (Yangjiang)**”) remained unpaid as at the date of this announcement. Upon Completion, Guangdong Water Investment will assume the obligation to pay up the Unpaid Amount (Yangjiang). As a result, the total cash outlay by Guangdong Water Investment in respect of Proposed Acquisition (Yangjiang) (including the obligation to pay the Unpaid Amount (Yangjiang)) amounts to RMB187,113,912 (i.e. the Yangjiang Consideration in the amount of RMB155,977,800, subject to adjustments (if any) + the Unpaid Amount (Yangjiang) in the amount of RMB31,136,112).

### *Consideration and basis of determination*

#### *Consideration*

The consideration for the sale and purchase of Sale Equity (Yangjiang) is RMB155,977,800, subject to adjustment as set out in the section headed “Consideration adjustment” below.

*Basis of determination*

The Yangjiang Consideration was determined after arm's length negotiations between Guangdong Water Investment and Guangdong Yuehai Water having taken into account, among other things:

- (i) the appraised equity value of the Sale Equity (Yangjiang) as calculated using the following formula pursuant to the valuation report prepared by the Valuer:

*[The appraised value (on an asset-based approach) of the entire equity interest of Target Company (Yangjiang) as at the Valuation Date of RMB335,756,400 + total unpaid capital amount due from all shareholders of Target Company (Yangjiang)<sup>Note</sup>] x 51% – the Unpaid Amount (Yangjiang)*

*Note: As at the date of this announcement, the total unpaid capital amount due from all shareholders of Target Company (Yangjiang) is equivalent to the Unpaid Amount (Yangjiang).*

Based on the above formula, the appraised equity value of the Sale Equity (Yangjiang) was calculated to be approximately RMB155,979,100. The Yangjiang Consideration of RMB155,977,800, as determined after arm's length negotiations between Guangdong Water Investment and Guangdong Yuehai Water, is slightly lower than this calculated figure;

- (ii) the NAV of Target Company (Yangjiang) as at 31 December 2024, being the sum of RMB335,677,100;
- (iii) the strategic prospects of Target Company (Yangjiang) to enter the Yangjiang water-resources market, which is conducive in the expansion of the Group's water-resources projects in Yangjiang and its surrounding areas, enabling the Group to leverage Target Company (Yangjiang) as a base to establish regional market presence; and
- (iv) the other factors set out in the section headed "A. The Proposed Acquisitions – A.6 Reasons for and benefits of the Proposed Acquisitions" in this announcement.

### *Consideration adjustment*

Pursuant to Equity Transfer Agreement (Yangjiang):

- (i) in the event that the NAV of Target Company (Yangjiang) as at the Completion Date (as shown in the audit report to be issued by the auditor jointly appointed by Guangdong Water Investment and Guangdong Yuehai Water; such report shall be referred to as the “**Agreement (Yangjiang) Completion Audit Report**”) is lower than the NAV of Target Company (Yangjiang) as at 31 December 2024 as shown in the relevant Audited Accounts, Guangdong Yuehai Water shall pay Guangdong Water Investment an amount equivalent to such shortfall multiplied by 51% in cash within 30 business days from the issue date of the Agreement (Yangjiang) Completion Audit Report; or
- (ii) in the event that the NAV of Target Company (Yangjiang) as at the Completion Date (as shown in the Agreement (Yangjiang) Completion Audit Report) is higher than the NAV as at 31 December 2024 as shown in relevant Audited Accounts, Guangdong Water Investment shall pay Guangdong Yuehai Water an amount equivalent to such surplus multiplied by 51% in cash within 30 business days from the issue date of the Agreement (Yangjiang) Completion Audit Report. The amount payable by Guangdong Water Investment is referred to as the “**Agreement (Yangjiang) Adjustment Amount**”. Pursuant to Equity Transfer Agreement (Yangjiang), Guangdong Water Investment and Guangdong Yuehai Water agreed that the Agreement (Yangjiang) Adjustment Amount payable by Guangdong Water Investment to Guangdong Yuehai Water (if any) shall be capped at RMB10,000,000.

The Group expects that there will be no material change in respect of the NAV of Target Company (Yangjiang) as at the Completion Date as compared to that as at 31 December 2024.

The Yangjiang Consideration and any Agreement (Yangjiang) Adjustment Amount are expected to be funded by the Group’s internal resources and/or bank borrowings.

### *Condition precedent and payment terms*

Completion of Proposed Acquisition (Yangjiang) is subject to the satisfaction of the following condition precedent: Equity Transfer Agreement (Yangjiang) and Proposed Acquisition (Yangjiang) having been approved by the Independent Shareholders of the Company at the EGM.

The Yangjiang Consideration shall be paid by Guangdong Water Investment to Guangdong Yuehai Water in cash within 5 business days after the satisfaction of the abovementioned condition precedent.

## ***Completion***

Subject to the satisfaction of the above condition precedent, Completion shall take place on 1 January 2026, or within 5 business days after the above condition precedent has been satisfied, whichever is later, as agreed by Guangdong Water Investment to Guangdong Yuehai Water.

Upon Completion, Target Company (Yangjiang) will become a non-wholly owned subsidiary of the Company and the financial results of Target Company (Yangjiang) will be consolidated into the financial statements of the Company.

## **A.2 Equity Transfer Agreement (Shantou)**

The salient terms of Equity Transfer Agreement (Shantou) are set out as follows:

**Date:** 28 October 2025

**Parties:** (1) Guangdong Water Holdings (as purchaser)  
(2) Guangdong Yuehai Water (as seller)

### ***Subject matter***

Pursuant to Equity Transfer Agreement (Shantou), Guangdong Water Holdings has agreed to purchase, and Guangdong Yuehai Water has agreed to sell, Sale Equity (Shantou) (representing 2% of the total equity interest in Target Company (Shantou)) at the Shantou Consideration, subject to adjustment (if any) in accordance with the terms of Equity Transfer Agreement (Shantou) (details of which are set out in the section headed “A. The Proposed Acquisitions – A.2 Equity Transfer Agreement (Shantou) – Consideration and basis of determination – Consideration adjustment” in this announcement). In addition to the Shantou Consideration, Guangdong Water Holdings will also assume Guangdong Yuehai Water’s obligation to pay an amount of RMB1,176,500 (the “**Unpaid Amount (Shantou)**”), which shall be credited to the capital reserve of Target Company (Shantou) and remained unpaid as at the date of this announcement. As a result, the total cash outlay by Guangdong Water Holdings in respect of Proposed Acquisition (Shantou) (including the obligation to pay the Unpaid Amount (Shantou)) amounts to RMB72,052,900 (i.e. the Shantou Consideration in the amount of RMB70,876,400, subject to adjustments (if any) + the Unpaid Amount (Shantou) in the amount of RMB1,176,500).

## ***Consideration and basis of determination***

### *Consideration*

The consideration for the sale and purchase of Sale Equity (Shantou) is RMB70,876,400, subject to adjustment as set out in the section headed “Consideration adjustment” below.

### *Basis of determination*

The Shantou Consideration was determined after arm’s length negotiations between Guangdong Water Holdings and Guangdong Yuehai Water having taken into account, among other things:

- (i) the appraised equity value of the Sale Equity (Shantou) as calculated using the following formula pursuant to the valuation report prepared by the Valuer:

*[The appraised value (on an asset-based approach) of the entire equity interest of Target Company (Shantou) as at the Valuation Date of RMB3,588,572,900 + total unpaid amount due from all shareholders of Target Company (Shantou) in the amount of RMB30,000,000<sup>Note</sup>] x 2% – the Unpaid Amount (Shantou)*

*Note: As at the date of this announcement, the total unpaid amount due from all shareholders of Target Company (Shantou) is RMB30,000,000, among which RMB1,176,500 is due from Guangdong Yuehai Water.*

Based on the above formula, the appraised equity value of the Sale Equity (Shantou) was calculated to be approximately RMB71,195,000. The Shantou Consideration of RMB70,876,400, as determined after arm’s length negotiations between Guangdong Water Holdings and Guangdong Yuehai Water, is slightly lower than this calculated figure;

- (ii) the NAV of Target Company (Shantou) as at 31 December 2024, being the sum of RMB3,177,949,100;
- (iii) the strategic prospects of Target Company (Shantou) to expand its water supply operations in Shantou (which is one of the five major special economic zones in the PRC and a vital port city on the southeast coast of Guangdong) and its surrounding areas, which would solidify the Group’s position as a market leader in the water resources sector in eastern Guangdong; and
- (iv) the other factors set out in the section headed “A. The Proposed Acquisitions – A.6 Reasons for and benefits of the Proposed Acquisitions” in this announcement.

### *Consideration adjustment*

Pursuant to Equity Transfer Agreement (Shantou):

- (i) in the event that the NAV of Target Company (Shantou) as at the Completion Date (as shown in the audit report to be issued by the auditor jointly appointed by Guangdong Water Holdings and Guangdong Yuehai Water, referred to as the “**Agreement (Shantou) Completion Audit Report**”) is lower than the NAV of Target Company (Shantou) as at 31 December 2024 as shown in the relevant Audited Accounts, Guangdong Yuehai Water shall pay Guangdong Water Holdings an amount equivalent to such shortfall multiplied by 2% in cash within 30 business days from the issue date of the Agreement (Shantou) Completion Audit Report; or
- (ii) in the event that the NAV of Target Company (Shantou) as at the Completion Date (as shown in the Agreement (Shantou) Completion Audit Report) is higher than the NAV as at 31 December 2024 as shown in the relevant Audited Accounts, Guangdong Water Holdings shall pay Guangdong Yuehai Water an amount equivalent to such surplus multiplied by 2% in cash within 30 business days from the issue date of the Agreement (Shantou) Completion Audit Report. The amount payable by Guangdong Water Holdings is referred to as the “**Agreement (Shantou) Adjustment Amount**”. Pursuant to Equity Transfer Agreement (Shantou), Guangdong Water Holdings and Guangdong Yuehai Water agreed that the Agreement (Shantou) Adjustment Amount payable by Guangdong Water Holdings to Guangdong Yuehai Water (if any) shall be capped at RMB1,200,000.

The Group expects that there will be no material change in respect of the NAV of Target Company (Shantou) as at the Completion Date as compared to that as at 31 December 2024.

The Shantou Consideration and any Agreement (Shantou) Adjustment Amount are expected to be funded by the Group’s internal resources and/or bank borrowings.

### *Condition precedent and payment terms*

Completion of the Proposed Acquisition (Shantou) is subject to the satisfaction of the following condition precedent: Equity Transfer Agreement (Shantou) and Proposed Acquisition (Shantou) having been approved by the Independent Shareholders of the Company at the EGM.

The Shantou Consideration shall be paid by Guangdong Water Holdings to Guangdong Yuehai Water in cash within 5 business days after the satisfaction of the abovementioned condition precedent.

## Completion

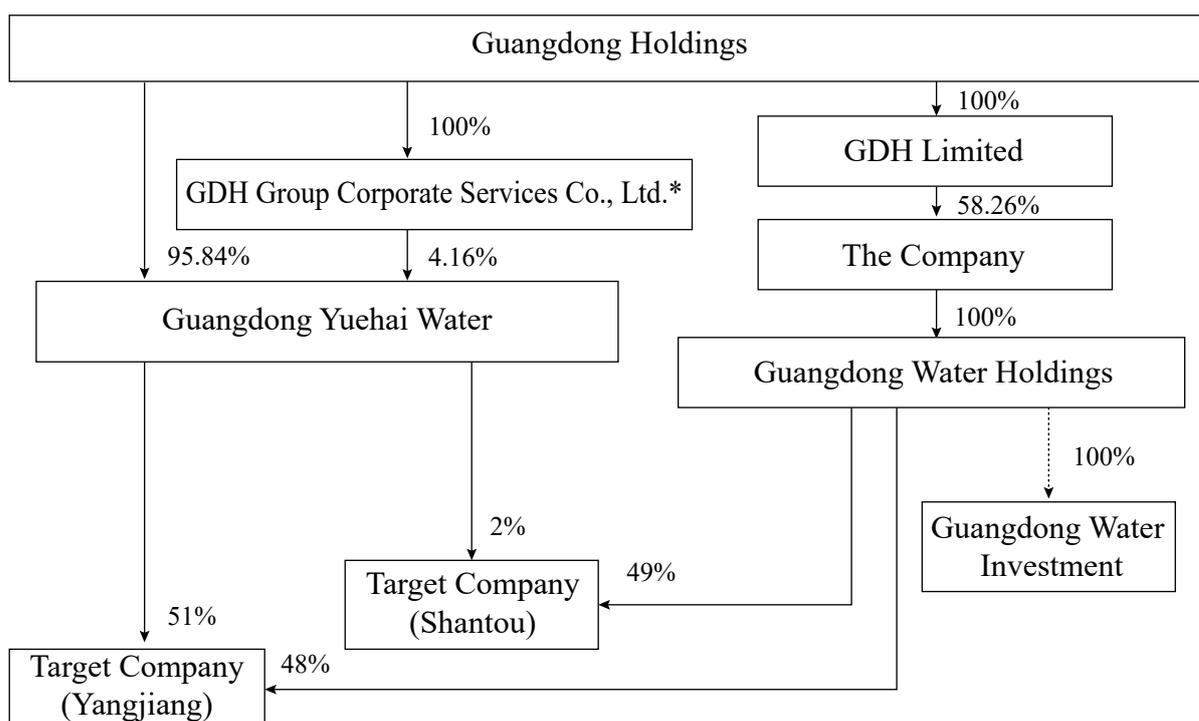
Subject to the satisfaction of the above condition precedent, Completion shall take place on 1 January 2026, or within 5 business days after the above condition precedent has been satisfied, whichever is later, as agreed by Guangdong Water Holdings to Guangdong Yuehai Water.

Upon Completion, Target Company (Shantou) will become a non-wholly owned subsidiary of the Company and the financial results of Target Company (Shantou) will be consolidated into the financial statements of the Company.

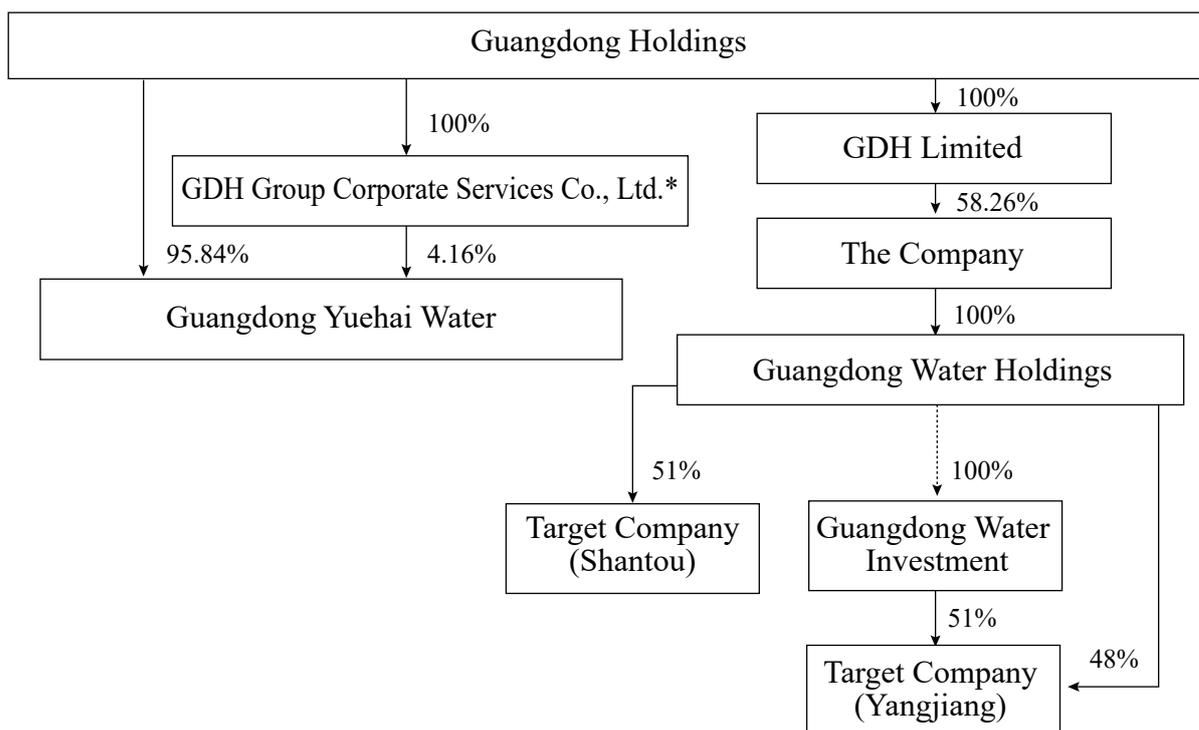
## Group chart

The following diagrams illustrate the simplified structure of the Target Companies before and after Completion:

*As at the date of this announcement and before Completion:*



After Completion:



### A.3 Information on the Target Companies

#### *Target Company (Yangjiang)*

Target Company (Yangjiang) is a limited liability company established in the PRC. As at the date of this announcement, Target Company (Yangjiang) is principally engaged in the business of the provision of sewage interception and drainage pipeline renovation works in five public-private partnership projects, as well as in investment, construction, operation and maintenance of the related facilities.

As at the date of this announcement, Target Company (Yangjiang) is owned as to (i) 51% by Guangdong Yuehai Water, (ii) 48% by Guangdong Water Holdings, and (iii) 1% by 中國一冶集團有限公司(China First Metallurgical Group Co., Ltd.) (“CFMG”).

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, CFMG is a limited liability company established in the PRC and is principally engaged in construction and construction engineering technology research and design. CFMG is a third party independent of the Company and its connected persons.

Target Company (Yangjiang) was established in April 2018, and Guangdong Yuehai Water subscribed to a capital contribution of RMB139,400,034 in Target Company (Yangjiang), representing 51% of the registered capital in Target Company (Yangjiang). Among such equity capital interest in Target Company (Yangjiang) held by Guangdong Yuehai Water, as at the date of this announcement, the capital amount of RMB108,263,922 has been paid up and the capital amount of RMB31,136,112 (i.e. the Unpaid Amount (Yangjiang)) remained unpaid. For further details, please refer to the announcement of the Company dated 1 February 2018.

Upon Completion, the equity interest of Target Company (Yangjiang) will be owned as to (i) 51% by Guangdong Water Investment, (ii) 48% by Guangdong Water Holdings, and (iii) 1% by CFMG, and accordingly, Target Company (Yangjiang) will become a non-wholly owned subsidiary of the Company. Further, the Company (through Guangdong Water Investment) will become liable to pay the Unpaid Amount (Yangjiang).

*Financial information of Target Company (Yangjiang)*

Based on the audited financial statements of Target Company (Yangjiang) prepared in accordance with PRC Generally Accepted Accounting Principles and audited by the PRC auditor, the financial information of Target Company (Yangjiang) for each of the years ended 31 December 2023 and 31 December 2024, respectively, was as follows:

	<b>For the year ended 31 December 2023</b>	<b>For the year ended 31 December 2024</b>
	(audited)	(audited)
	<i>RMB</i>	<i>RMB</i>
Revenue	70,521,800	62,751,500
Profit before tax	28,349,600	32,836,800
Profit after tax	21,179,600	23,499,800

Based on the audited financial statements of Target Company (Yangjiang) prepared in accordance with PRC Generally Accepted Accounting Principles and audited by the PRC auditor, the audited NAV of Target Company (Yangjiang) as at 31 December 2024 was RMB335,677,100.

Based on the valuation report prepared by the Valuer, the appraised value of the entire equity interest of Target Company (Yangjiang) (based on an asset-based approach) as at 31 December 2024 was RMB335,756,400.

While the audited total assets of Target Company (Yangjiang) as at 31 December 2024 was RMB859,207,700, the appraised value of the total assets of Target Company (Yangjiang) (as contained in the aforesaid valuation report) as at the same date was RMB859,286,900. The difference between the audited total assets and the aforesaid appraised value of the total assets of Target Company (Yangjiang) (as contained in the aforesaid valuation report), as at 31 December 2024, was mainly attributable to the difference between the appraised value and the book value of vehicles and electronic equipment (such as laptop computers, air conditioners for office uses, etc.) held by Target Company (Yangjiang) as contained in the aforesaid valuation report: the appraised net value of such vehicles and electronic equipment increased because their economic useful life is longer than the accounting depreciation period.

### ***Target Company (Shantou)***

Target Company (Shantou) is a limited liability company established in the PRC. Target Company (Shantou) is principally engaged in production and supply of tap water.

As at the date of this announcement, Target Company (Shantou) is owned as to (i) 2% by Guangdong Yuehai Water, (ii) 49% by Guangdong Water Holdings, and (iii) 49% by Shantou Construction Development (which is an independent third party).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Shantou Construction Development is a limited liability company established in the PRC and is principally engaged in real estate operations. As at the date of this announcement, Shantou Construction Development is owned as to (i) 90% by Shantou Investment Holdings Group Co., Ltd. (which is in turn owned as to 100% by the State-owned Assets Supervision and Administration Commission of Shantou Municipal People's Government) and (ii) 10% by the Department of Finance of the Guangdong Province. Shantou Construction Development is a third party independent of the Company and its connected persons.

Target Company (Shantou) was established in May 1982. In 2017, Guangdong Yuehai Water subscribed to a capital contribution of RMB58,997,000 (which has been fully paid up) in Target Company (Shantou), representing 2% of the registered capital in Target Company (Shantou). In addition, Guangdong Yuehai Water also agreed to inject an amount of RMB7,890,900, which shall be credited to the capital reserve of Target Company (Shantou). Among such amount, as at the date of this announcement, RMB6,714,400 has been paid and RMB1,176,500 (i.e. the Unpaid Amount (Shantou)) remained unpaid. For further details, please refer to the announcement of the Company dated 7 July 2017.

Upon Completion, the equity interest of Target Company (Shantou) will be owned as to 51% by Guangdong Water Holdings and as to 49% by Shantou Construction Development, and accordingly, Target Company (Shantou) will become a non-wholly owned subsidiary of the Company. Further, the Company (through Guangdong Water Holdings) will become liable to pay the Unpaid Amount (Shantou), which shall be credited to the capital reserve of Target Company (Shantou).

*Financial information of Target Company (Shantou)*

Based on the audited financial statements of Target Company (Shantou) prepared in accordance with PRC Generally Accepted Accounting Principles and audited by the PRC auditor, the financial information of Target Company (Shantou) for each of the years ended 31 December 2023 and 31 December 2024, respectively, was as follows:

	<b>For the year ended 31 December 2023</b>	<b>For the year ended 31 December 2024</b>
	(audited)	(audited)
	<i>RMB</i>	<i>RMB</i>
Revenue	524,735,200	486,474,900
Profit before tax	52,380,000	53,395,200
Profit after tax	38,651,600	38,777,800

Based on the audited financial statements of Target Company (Shantou) prepared in accordance with PRC Generally Accepted Accounting Principles and audited by the PRC auditor, the audited NAV of Target Company (Shantou) as at 31 December 2024 was RMB3,177,949,100.

Based on the valuation report prepared by the Valuer, the appraised value of the entire equity interest of Target Company (Shantou) (based on an asset-based approach) as at 31 December 2024 was RMB3,588,572,900.

While the audited total assets of Target Company (Shantou) as at 31 December 2024 was RMB3,922,320,500, the appraised value of the total assets of Target Company (Shantou) (as contained in the aforesaid valuation report) as at the same date was RMB4,332,944,300. The difference between the audited total assets and the aforesaid appraised value of the total assets of Target Company (Shantou) (as contained in the aforesaid valuation report), as at 31 December 2024, was mainly attributable to the difference between the appraised value and the book value of buildings and structures, right-of use assets and intangible assets (such as software) held by Target Company (Shantou) as contained in the aforesaid valuation report. In particular, the higher appraised value is mainly due to the following:

- (i) in respect of buildings and structures: buildings and structures have been valued on a longer useful life assumption than the accounting depreciation period, coupled with the increase in market prices for construction materials;
- (ii) in respect of pipelines: the rising costs of labour, materials and machinery associated with pipeline constructions, resulting in an increase in replacement costs; and
- (iii) in respect of land: the increase in land transaction prices over time.

#### **A.4 Information on Guangdong Water Investment, Guangdong Water Holdings, the Company and the Group**

Guangdong Water Investment is a wholly-owned subsidiary of Guangdong Water Holdings. Guangdong Water Investment is principally engaged in investment holding.

Guangdong Water Holdings is incorporated in Hong Kong and it is a wholly-owned subsidiary of the Company. Guangdong Water Holdings is principally engaged in investment holding and its subsidiaries are principally engaged in water resources businesses.

The Company is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. The Group is principally engaged in investment holding, water resources, property investment and development, department store operation, hotel ownership, operation and management, investments in energy projects and road and bridge operation. The ultimate controlling shareholder of the Company is Guangdong Holdings.

#### **A.5 Information on Guangdong Yuehai Water, Guangdong Holdings and Guangdong Holdings Group**

Guangdong Yuehai Water is a company established in the PRC with limited liability and is principally engaged in the investment in and operation of water resources projects in the PRC. It is a wholly-owned subsidiary of Guangdong Holdings.

Guangdong Holdings is the ultimate controlling shareholder of the Company and is principally engaged in investment holding. The business activities of the Guangdong Holdings Group include public utilities and infrastructure, manufacturing, real estate, hotel, property management, retail and wholesale, finance, etc. Guangdong Holdings invests mainly in business sectors including water and water environment management, urban complex development and related services, modern industrial park development and investment. As at the date of this announcement, Guangdong Holdings is held as to 90% by the Guangdong Government and as to 10% by the Department of Finance of the Guangdong Province while the State-owned Assets Supervision and Administration Commission of the Guangdong Government has been performing ownership and control functions in respect of Guangdong Holdings with the authorisation of the Guangdong Government.

## A.6 Reasons for and benefits of the Proposed Acquisitions

Following the completion of the distribution in specie of the Group's previous holding of GDL shares in January 2025, GDL has ceased to be a subsidiary of the Company, and this allows the Group to further focus its efforts and resources in developing and expanding its water resources businesses.

Guangdong Water Holdings is the core entity of the Group that is principally engaged in water treatment and water supply in the PRC. Target Company (Yangjiang) is principally engaged in the provision of sewage interception and drainage pipeline renovation works for water resources projects in Yangjiang City of Guangdong Province, the PRC. Target Company (Shantou) is principally engaged in production and supply of tap water. The Proposed Acquisitions are expected to increase the scale and market influence of the Group's water-resources business. The water treatment capacity that has been put into operation and consolidated will increase from 11,184,700 tons per day (as of 30 September 2025) to 12,104,700 tons per day, representing an increase of 8.2%. Thus, the Proposed Acquisitions are in line with the Company's long term goal of further stepping up the development of its "water resources centric business".

Upon Completion, the Target Companies will become subsidiaries of the Company. These strategic acquisitions enable the Group to secure a controlling stake in each of the Target Companies, such level of statutory control enables the Group to achieve more actual and effective control over their management and operations as well as the direction of their development. The Group will then be able to coordinate and leverage on the scale, strength and influence of its various members to realise the synergistic value of the Target Companies. Following the promulgation of Notice of Guangzhou Municipal Development and Reform Commission on Issues Related to Tap Water Price Reform in the Central Urban Area of Guangzhou (廣州市發展和改革委員會發佈的《關於我市中心城區自來水價格改革有關問題的通知》), Notice of Shenzhen Municipal Development and Reform Commission on Adjustment and Policy Optimization of Tap Water Prices in Shenzhen (深圳市發展和改革委員會發佈的《關於我市自來水價格調整與政策優化的通知》) and Notice of Dongguan Municipal Development and Reform Bureau on Further Improvement of the Tap Water Price Formation Mechanism in Dongguan (東莞市發展和改革委員會發佈的《關於進一步完善我市自來水價格形成機制的通知》) in 2025, water charges for certain cities in Guangdong Province (such as Guangzhou, Shenzhen and Dongguan) have already shown signs of upward adjustments, and the addition of the Target Companies will place the Group in a better position to negotiate better pricing for its business.

With statutory control over the equity interests in the Target Companies, the Group will also be able to optimize their capital structure and balance sheets with a view to increasing their return on investments and allowing them more options in securing borrowings and/or lowering borrowing costs.

Further, the Company is of the view that the addition of the Target Companies will also create synergies with the Guangdong Water Group's existing businesses in terms of branding, cost effectiveness and operational efficiency. With the increased overall capacity of the Guangdong Water Group in water treatment and related construction works, the Company considers that the Guangdong Water Group's competitiveness in expanding water treatment and supply businesses and bidding for waterworks engineering and construction projects will be further enhanced. This will enlarge the scale and market influence of the Group's water-resources business, drive revenue growth of the Guangdong Water Group, which will in turn boost the revenue and profitability of the entire Group.

In light of the above, the Directors (other than the independent non-executive Directors, who shall provide their views after taking into account the advice of the Independent Financial Adviser) consider that the terms of the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder are fair and reasonable, on normal commercial terms or better, entered into in the ordinary and usual course of business of the Group, and are in the interests of the Company and its Shareholders as a whole.

#### **A.7 Listing Rules implications**

As the highest applicable percentage ratio in respect of the Proposed Acquisitions (on an aggregated basis) calculated pursuant to the Listing Rules is more than 5%, but all the applicable percentage ratios are less than 25%, the entering into the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder constitute discloseable transactions of the Company, and are therefore subject to the announcement requirement under Chapter 14 of the Listing Rules.

Guangdong Holdings is the ultimate controlling shareholder of the Company, hence a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Guangdong Yuehai Water is a wholly-owned subsidiary of Guangdong Holdings, hence an associate of Guangdong Holdings and also a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Proposed Acquisitions (on an aggregated basis) calculated pursuant to the Listing Rules is more than 5%, the entering into the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder are subject to the reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Ms. BAI Tao, who is the director of the Company, is also the chairman and a director of Guangdong Holdings, and had abstained from voting in respect of the relevant resolutions. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Director has any material interest in the Proposed Acquisitions contemplated under the Equity Transfer Agreements and was required to abstain from voting on the relevant Board meeting.

#### **A.8 Approval by the Independent Shareholders and despatch of circular**

According to Chapter 14A of the Listing Rules, the Company will seek approval from the Independent Shareholders for the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder at the EGM.

An Independent Board Committee comprising all the independent non-executive Directors (namely, Dr. CHAN Cho Chak, John, Mr. FUNG, Daniel R., Dr. the Honourable CHENG Mo Chi, Moses, and Mr. LI Man Bun, Brian David) has been formed to consider the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder. An Independent Financial Adviser has been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders on the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder.

A circular containing, among others, (i) further details of the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder; (ii) a letter from the Independent Board Committee to the Independent Shareholders in relation to the Equity Transfer Agreements and the Proposed Acquisitions contemplated thereunder; (iii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders; and (iv) the notice convening the EGM, is expected to be despatched to the Shareholders on or before 24 November 2025, which is more than 15 business days after publication of this announcement as additional time is required by the Company to prepare the relevant information in the circular.

## **B. CONTINUING CONNECTED TRANSACTIONS AFTER COMPLETION**

Prior to the date of this announcement, the Target Companies had entered into the Existing Continuing Agreements with members of the Guangdong Holdings Group, and such agreements are expected to continue after the expected Completion Date. As at the date of this announcement and prior to Completion, the Target Companies are not subsidiaries of the Company and therefore, the continuing transactions contemplated under the Existing Continuing Agreements do not constitute connected transactions of the Company. Upon Completion, the Target Companies will become subsidiaries of the Company. As such, the continuing transactions contemplated under the Existing Continuing Agreements will become continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Each of the Existing Continuing Agreements will be regarded as a specific individual agreement as contemplated under the 2024 Financial Services Framework Agreement, the 2025 Support Services Framework Agreement and the 2025 Solar Power Plants Framework Agreement, as the case may be.

### **B.1 The Financial Services Agreements**

Prior to the date of this announcement, Target Company (Yangjiang) and GDH Finance entered into two financial services agreements on 19 February 2020 (the “**Financial Services Agreements**”), pursuant to which GDH Finance shall provide financial services including cash deposit services to Target Company (Yangjiang).

Upon Completion, Target Company (Yangjiang) will become a subsidiary of the Company. GDH Finance is a wholly-owned subsidiary of Guangdong Holdings (being the ultimate controlling shareholder the Company), hence a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Financial Services Agreements will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Reference is made to the announcement of the Company dated 30 August 2024 in relation to the 2024 Financial Services Framework Agreement entered into between the Company and GDH Finance for a period from 1 September 2024 to 31 December 2026. Pursuant to the 2024 Financial Services Framework Agreement, GDH Finance shall provide financial services including cash deposit services in the mainland of the PRC to the member(s) of the Group.

Upon Completion, each of the Financial Services Agreements (which conforms with the principles and provisions set out in the 2024 Financial Services Framework Agreement and is in compliance with the Listing Rules) will be regarded as a specific individual agreement under the 2024 Financial Services Framework Agreement. Each of the Financial Services Agreements has set out the detailed terms for the relevant transactions and the transactions contemplated thereunder are in the ordinary and usual course of business, conducted after arm's length negotiation, on normal commercial terms or better and on terms which are no less favourable than those offered by independent third parties to the Group. (For the reasons for and benefits of entering into the 2024 Financial Services Framework Agreement, please refer to the announcement of the Company dated 30 August 2024.)

## **B.2 The Support Services Agreements**

Prior to the date of this announcement, (i) Target Company (Yangjiang) and Guangdong Yuehai Water entered into an agreement on 19 December 2024 (as supplemented on 17 October 2025) in relation to the provision of information system development, operation and maintenance services by Guangdong Yuehai Water to Target Company (Yangjiang); and (ii) Target Company (Shantou) and Guangdong Water Testing (Shantou Branch) entered into an agreement on 14 January 2025 in relation to the provision of water quality testing services by Guangdong Water Testing (Shantou Branch) to Target Company (Shantou) (collectively, the **"Support Services Agreements"**).

Upon Completion, Target Company (Yangjiang) and Target Company (Shantou) will become subsidiaries of the Company. Guangdong Yuehai Water is a wholly-owned subsidiary of Guangdong Holdings (being the ultimate controlling shareholder the Company), hence a connected person of the Company under Chapter 14A of the Listing Rules. Guangdong Water Testing (Shantou Branch) is a branch of Guangdong Water Testing, and as at the date of this announcement, Guangdong Water Testing is owned as to 99.9% by Guangdong Water Technology (being a wholly-owned subsidiary of Guangdong Holdings) and 0.1% by Guangdong Yuehai Water (being a wholly-owned subsidiary of Guangdong Holdings). As such, Guangdong Water Testing (Shantou Branch) is a wholly-owned subsidiary of Guangdong Holdings, hence also a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Support Services Agreements will become continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Reference is made to the announcement of the Company dated 26 June 2025 in relation to the 2025 Support Services Framework Agreement entered into between Guangdong Water Holdings, Yue Gang Water Supply and Guangdong Water Technology for a period from 29 June 2025 to 31 December 2027 (both days inclusive). Pursuant to the 2025 Support Services Framework Agreement, the Guangdong Water Technology Group shall provide support services including water quality testing services and information system development, operation and maintenance services to the GDI Water Supply Group.

Upon Completion, each of the Support Services Agreements (which conforms with the principles and provisions set out in the 2025 Support Services Framework Agreement and is in compliance with the Listing Rules) will be regarded as a specific individual agreement under the 2025 Support Services Framework Agreement. Each of the Support Services Agreements has set out the detailed terms for the relevant transactions and the transactions contemplated thereunder are in the ordinary and usual course of business, conducted after arm's length negotiation, on normal commercial terms and on terms and conditions no less favourable than those offered by independent third parties to the GDI Water Supply Group. (For the reasons for and benefits of entering into of the 2025 Support Services Framework Agreement, please refer to the announcement of the Company dated 26 June 2025.)

### **B.3 The Solar Power Plants Agreement**

Prior to the date of this announcement, Target Company (Shantou) and Feilaixia entered into an agreement on 27 June 2022 (as supplemented on 11 September 2025 and 23 October 2025 respectively) in relation to the establishment of and cooperation with regard to distributed solar photovoltaic power plants for generating electricity for, among others, Target Company (Shantou)'s self-consumption (the **"Solar Power Plants Agreement"**).

Upon Completion, Target Company (Shantou) will become a subsidiary of the Company. Feilaixia is a wholly-owned subsidiary of Guangdong Holdings (being the ultimate controlling shareholder the Company), hence a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Solar Power Plants Agreement will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Reference is made to the announcement of the Company dated 30 May 2025 in relation to the 2025 Solar Power Plants Framework Agreement entered into between Guangdong Water Holdings and Feilaixia in respect of the establishment of and cooperation with regard to distributed solar photovoltaic power plants for generating electricity for, among others, the Guangdong Water Group's self-consumption for a period from 1 June 2025 to 31 December 2027 (both days inclusive).

Upon Completion, the Solar Power Plants Agreement (which conforms with the principles and provisions set out in the 2025 Solar Power Plants Framework Agreement and is in compliance with the Listing Rules) will be regarded as a specific individual agreement under the 2025 Solar Power Plants Framework Agreement. The Solar Power Plants Agreement has set out the specific terms and settlement details for the relevant transactions and the transactions contemplated thereunder are conducted after arm's length negotiation, in the ordinary and usual course of business, on normal commercial terms and on terms and conditions no less favourable than those offered by independent third parties to the Guangdong Water Group. (For the reasons for and benefits of entering into of the 2025 Solar Power Plants Framework Agreement, please refer to the announcement of the Company dated 30 May 2025.)

## C. DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

- “2024 Financial Services Framework Agreement” the financial services framework agreement dated 30 August 2024 entered into between the Company and GDH Finance for a period from 1 September 2024 to 31 December 2026, details of which are set out in the announcement of the Company dated 30 August 2024;
- “2025 Solar Power Plants Framework Agreement” the solar power plants framework agreement dated 30 May 2025 entered into between Guangdong Water Holdings and Feilaixia for a period from 1 June 2025 to 31 December 2027 (both days inclusive), details of which are set out in the announcement of the Company dated 30 May 2025;
- “2025 Support Services Framework Agreement” the support services framework agreement dated 26 June 2025 entered into between Guangdong Water Holdings, Yue Gang Water Supply and Guangdong Water Technology for a period from 29 June 2025 to 31 December 2027 (both days inclusive), details of which are set out in the announcement of the Company dated 26 June 2025;
- “Agreement (Shantou) Adjustment Amount” has the meaning ascribed to it under the section headed “A. The Proposed Acquisitions – A.2 Equity Transfer Agreement (Shantou) – Consideration and basis of determination – Consideration adjustment” in this announcement;
- “Agreement (Shantou) Completion Audit Report” has the meaning ascribed to it under the section headed “A. The Proposed Acquisitions – A.2 Equity Transfer Agreement (Shantou) – Consideration and basis of determination – Consideration adjustment” in this announcement;
- “Agreement (Yangjiang) Adjustment Amount” has the meaning ascribed to it under the section headed “A. The Proposed Acquisitions – A.1 Equity Transfer Agreement (Yangjiang) – Consideration and basis of determination – Consideration adjustment” in this announcement;
- “Agreement (Yangjiang) Completion Audit Report” has the meaning ascribed to it under the section headed “A. The Proposed Acquisitions – A.1 Equity Transfer Agreement (Yangjiang) – Consideration and basis of determination – Consideration adjustment” in this announcement;
- “associate(s)” has the meaning ascribed to it under the Listing Rules;

“Audited Accounts”	the audited financial statements of each of the Target Companies for the year ended 31 December 2024;
“Board”	the board of Directors;
“CFMG”	中國一冶集團有限公司(China First Metallurgical Group Co., Ltd.), a limited liability company established in the PRC and an independent third party;
“Company”	Guangdong Investment Limited (粵海投資有限公司), a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange;
“Completion”	the completion of the Proposed Acquisitions in accordance with the terms and conditions of the Equity Transfer Agreements;
“Completion Date”	the date on which Completion shall take place;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“connected subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened for the Shareholders to consider, and if thought fit, approve, inter alia, the Equity Transfer Agreements and the Proposed Acquisitions;
“Equity Transfer Agreement (Shantou)”	the equity transfer agreement dated 28 October 2025 entered into between Guangdong Water Holdings (as purchaser) and Guangdong Yuehai Water (as seller) in relation to Proposed Acquisition (Shantou);
“Equity Transfer Agreement (Yangjiang)”	the equity transfer agreement dated 28 October 2025 entered into between Guangdong Water Investment (as purchaser) and Guangdong Yuehai Water (as seller) in relation to Proposed Acquisition (Yangjiang);
“Equity Transfer Agreements”	Equity Transfer Agreement (Yangjiang) and Equity Transfer Agreement (Shantou);

“Existing Continuing Agreements”	(i) the Financial Services Agreements, (ii) the Support Services Agreements, and (iii) the Solar Power Plant Agreement;
“Feilaixia”	廣東粵海飛來峽水力發電有限公司(Guangdong Yuehai Feilaixia Hydropower Co., Ltd.*), a company established in the PRC and a wholly-owned subsidiary of Guangdong Holdings;
“Financial Services Agreements”	has the meaning ascribed to it under the section headed “B. Continuing Connected Transactions after Completion – B.1 The Financial Services Agreements” in this announcement;
“GDH Finance”	粵海集團財務有限公司(GDH Finance Co., Ltd.*), a company established in the PRC with limited liability with licence to provide financial services to, amongst others, members of the Group, and a wholly-owned subsidiary of Guangdong Holdings;
“GDI Water Supply Group”	Guangdong Water Holdings, Yue Gang Water Supply and their respective subsidiaries;
“GDL”	Guangdong Land Holdings Limited (粵海置地控股有限公司), a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00124);
“Group”	the Company and its subsidiaries;
“Guangdong Government”	中國廣東省人民政府(the People’s Government of Guangdong Province, the PRC);
“Guangdong Holdings”	廣東粵海控股集團有限公司(Guangdong Holdings Limited*), a company established in the PRC with limited liability and the ultimate controlling shareholder of the Company;
“Guangdong Holdings Group”	Guangdong Holdings and its subsidiaries;
“Guangdong Water Group”	Guangdong Water Holdings and its subsidiaries (including Guangdong Water Investment);
“Guangdong Water Holdings”	Guangdong Water Holdings Limited (粵海水務控股有限公司), a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company;

“Guangdong Water Investment”	廣東粵海水務投資有限公司(Guangdong Yue Hai Water Investment Company Limited*), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company;
“Guangdong Water Technology”	廣東粵海水務科技有限公司(Guangdong Water Technology Co., Ltd.*) (formerly known as 廣州粵海水務環境有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of Guangdong Holdings;
“Guangdong Water Technology Group”	For the purpose of the 2025 Support Services Framework Agreement, comprises (i) Guangdong Water Technology, Guangdong Holdings and their respective associate(s) (but for the purpose of the 2025 Support Services Framework Agreement, save for the connected subsidiary(ies) of the Company as set out in (ii), excluding the members of the Group); and (ii) the connected subsidiary(ies) of the Company;
“Guangdong Water Testing”	廣東粵海水務檢測技術有限公司(Guangdong Water Testing Technology Co., Ltd.*) , a company established in the PRC with limited liability and a wholly-owned subsidiary of Guangdong Holdings;
“Guangdong Water Testing (Shantou Branch)”	the Shantou Branch of Guangdong Water Testing;
“Guangdong Yuehai Water”	廣東粵海水務股份有限公司(Guangdong Yuehai Water Co., Ltd.*) , a company established in the PRC with limited liability and a wholly-owned subsidiary of Guangdong Holdings;
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC;
“Independent Board Committee”	an independent board committee of the Company comprising all of the independent non-executive Directors, namely Dr. CHAN Cho Chak, John, Mr. FUNG, Daniel R., Dr. the Honourable CHENG Mo Chi, Moses, and Mr. LI Man Bun, Brian David;
“Independent Financial Adviser”	Altus Capital Limited, a corporation licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Equity Transfer Agreements and the Proposed Acquisitions;

“Independent Shareholders”	the Shareholders of the Company other than those who are required to abstain from voting at the EGM pursuant to the Listing Rules;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“NAV”	net asset value of the relevant company;
“percentage ratio(s)”	has the meaning ascribed to it under the Listing Rules;
“PRC”	the People’s Republic of China;
“Proposed Acquisition (Shantou)”	the proposed acquisition of Sale Equity (Shantou) (together with the obligation to pay the Unpaid Amount (Shantou), which shall be credited to the capital reserve of Target Company (Shantou)) by Guangdong Water Holdings from Guangdong Yuehai Water pursuant to Equity Transfer Agreement (Shantou);
“Proposed Acquisition (Yangjiang)”	the proposed acquisition of Sale Equity (Yangjiang) (together with the obligation to pay up the Unpaid Amount (Yangjiang)) by Guangdong Water Investment from Guangdong Yuehai Water pursuant to Equity Transfer Agreement (Yangjiang);
“Proposed Acquisitions”	Proposed Acquisition (Yangjiang) and Proposed Acquisition (Shantou);
“RMB”	Renminbi, the lawful currency of the PRC;
“Sale Equity (Yangjiang)”	51% of the total equity interest of Target Company (Yangjiang) held by Guangdong Yuehai Water as at the date of Equity Transfer Agreement (Yangjiang);
“Sale Equity (Shantou)”	2% of the total equity interest of Target Company (Shantou) held by Guangdong Yuehai Water as at the date of Equity Transfer Agreement (Shantou);
“Shantou Consideration”	has the meaning ascribed to it under the section headed “A. The Proposed Acquisitions” in this announcement;
“Shantou Construction Development”	汕頭市城市建設開發有限公司(Shantou City Construction Development Co., Ltd.*), a company established in the PRC with limited liability and an independent third party;
“Shareholder(s)”	the shareholder(s) of the Company;

“Solar Power Plant Agreement”	has the meaning ascribed to it under the section headed “B. Continuing Connected Transactions after Completion – B.3 The Solar Power Plant Agreement” in this announcement;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules;
“Support Services Agreements”	has the meaning ascribed to it under the section headed “B. Continuing Connected Transactions after Completion – B.2 The Support Services Agreements” in this announcement;
“Target Company (Shantou)”	汕頭市粵海水務有限公司(Shantou Guangdong Water Co., Ltd.*), a company established in the PRC with limited liability, details of which are set out in the section headed “A. The Proposed Acquisitions – A.3 Information on the Target Companies – Target Company (Shantou)” in this announcement;
“Target Company (Yangjiang)”	陽江粵海清源環保有限公司(Yangjiang Guangdong Qingyuan Huanbao Co., Ltd.*), a company established in the PRC with limited liability, details of which are set out in the section headed “A. The Proposed Acquisitions – A.3 Information on the Target Companies – Target Company (Yangjiang)” in this announcement;
“Target Companies”	Target Company (Yangjiang) and Target Company (Shantou);
“Unpaid Amount (Shantou)”	has the meaning ascribed to it under the section headed “A. The Proposed Acquisitions – A.2 Equity Transfer Agreement (Shantou) – Subject matter” in this announcement;
“Unpaid Amount (Yangjiang)”	has the meaning ascribed to it under the section headed “A. The Proposed Acquisitions – A.1 Equity Transfer Agreement (Yangjiang) – Subject matter” in this announcement;
“Valuation Date”	31 December 2024, being the reference date adopted by the Valuer for the valuation reports in respect of the entire equity interest of each of the Target Companies;
“Valuer”	Allied Appraisal Co., Ltd., an independent professional valuer in the PRC;
“Yangjiang Consideration”	has the meaning ascribed to it under the section headed “A. The Proposed Acquisitions” in this announcement;

“Yue Gang Water  
Supply”

Guangdong Yue Gang Water Supply Company Limited\* (廣東粵港供水有限公司), a company established in the PRC with limited liability and a non-wholly owned subsidiary of the Company;

“%”

per cent.

*\* In this announcement, the English name of the PRC entity marked with an asterisk(\*) is included herein for identification purposes only. In the event of any inconsistency, the Chinese name shall prevail.*

By Order of the Board  
**Guangdong Investment Limited**  
**TSANG Hon Nam**  
*Director*

Hong Kong, 28 October 2025

*As at the date of this announcement, the Board of the Company comprises four Executive Directors, namely, Ms. BAI Tao, Mr. KUANG Hu, Mr. TSANG Hon Nam and Ms. LIANG Yuanjuan; three Non-Executive Directors, namely, Mr. WANG Min, Mr. LI Wenchang and Mr. HE Zhifeng; and four Independent Non-Executive Directors, namely, Dr. CHAN Cho Chak, John, Mr. FUNG, Daniel R., Dr. the Honourable CHENG Mo Chi, Moses, and Mr. LI Man Bun, Brian David.*