Guoen Holdings Limited
國恩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8121)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement (the "**Announcement**") of Guoen Holdings Limited (the "**Company**") dated 21 August 2025 in relation to the Placing. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions as set out in the Placing Agreement have been fulfilled and Completion took place on 8 September 2025. Upon Completion, an aggregate of 5,000,000 Placing Shares, representing approximately 16.66% of the issued Shares immediately after Completion, have been successfully placed to not less than six Placees at the Placing Price of HK$0.60 per Placing Shares.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Placees and where appropriate, their respective ultimate beneficial owners is an Independent Third Party, and none of the Placees has become a substantial Shareholder immediately upon Completion.

The net proceeds, after deducting the placing commission, professional fees and all related expenses which may be borne by the Company, from the Placing is approximately HK$2.7 million. The Company intends to apply the entire net proceeds from the Placing to support the development of the healthcare business of the Group including but not limited to (i) recruitment of suitable talents; (ii) covering the daily overheads of Shandong Guoen; (iii) launching market campaigns; and (iv) development of sales platform.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion is set out below:

Shareholder	**Immediately prior to Completion**		**Immediately after Completion**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Mr. Yin *(Note 1)*	7,476,500	29.90	7,476,500	24.92
Mr. Liu *(Note 2)*	416,500	1.67	416,500	1.39
Public Shareholders				
The Placees	–	–	5,000,000	16.66
Other public Shareholders	17,115,000	68.43	17,115,000	57.03
Total	25,008,000	100.00	30,008,000	100.00

Notes:

1. Mr. Yin is the chairman, the chief executive officer and an executive Director of the Company.

2. Mr. Liu is an executive Director of the Company.

By order of the Board
Guoen Holdings Limited
Yin Di
Chief Executive Officer, Chairman of the Board, and Executive Director

Hong Kong, 8 September 2025

As at the date of this announcement, the executive Directors are Mr. Yin Di, Mr. Yip Shek Lun, Mr. Ng Chi Fung, Mr. Liu Liping and Ms. Wan Wai Ting; and the independent non-executive Directors are Ms. Fu Hongzhi, Mr. Bian Wencheng and Mr. Hong Ming Sang.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the Stock Exchange's website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at www.guruonline.com.hk.