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Guoen Holdings Limited

國恩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8121)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Guoen Holdings Limited (the “**Company**”) will be held at Unit 1201 & 16, 12/F, Two Harbour Square, No. 180 Wai Yip Street, Kwun Tong, Hong Kong on Monday, 5 January 2026 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTION

“THAT:

- (A) subject to and conditional upon the Stock Exchange granting the approval for the listing of, and the permission to deal in, the shares of the Company which may be issued in respect of the options to be granted under the new share option scheme of the Company (the “**2025 Share Option Scheme**”) proposed to be adopted by the Company at the EGM in its present form or as may be amended from time to time, a copy of which is tabled at the EGM and marked “A” and initialled by the chairman of the EGM for identification purpose, the 2025 Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2025 Share Option Scheme including, but without limitation:
- (i) to administer the 2025 Share Option Scheme under which the options will be granted to the Eligible Participants (as defined in the 2025 Share Option Scheme) to subscribe for the Shares, including but not limited to determining and granting the Options in accordance with the terms of the 2025 Share Option Scheme;
 - (ii) to grant the options under the 2025 Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the options to be granted under the 2025 Share Option Scheme and subject to the GEM Listing Rules and the Companies Act of the Cayman Islands;

- (iii) to modify and/or amend the 2025 Share Option Scheme from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the 2025 Share Option Scheme relating to modification and/or amendment;
 - (iv) to consent, if it so deems fit and expedient, to such conditions, modifications and/ or variations as may be required or imposed by the relevant authorities in relation to the 2025 Share Option Scheme; and
 - (v) to take all such steps as may be necessary, desirable or expedient to carry into effect the 2025 Share Option Scheme, and accordingly.
- (B) the total number of Shares which may be issued in respect of all options to be granted under the 2025 Share Option Scheme and any other share schemes of the Company as may adopt by the Company from time to time must not in aggregate exceed 10% of the total number of issued Shares (excluding Treasury Shares) as at the Adoption Date.”

By Order of the Board
Guoen Holdings Limited
Yin Di

*Chairman of the Board, Chief Executive Officer and
Executive Director*

Hong Kong, 17 December 2025

Notes:

1. Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the Shareholder to speak at the EGM. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at the EGM.
2. A form of proxy for use at the EGM is enclosed. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof.
3. Completion and delivery of the form of proxy will not preclude a Shareholder of the Company from attending and voting in person at the EGM or any adjournment thereof should such Shareholder so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.

4. Where there are joint holders of any share of the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the EGM, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of Shareholders of the Company in respect of the joint holding.
5. The register of members of the Company will be closed from 30 December 2025 to 5 January 2026, both days inclusive. During this period, no transfer of Shares will be registered. In order to attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 29 December 2025. The record date for ascertaining Shareholders' entitlement to attend and vote at the meeting is Monday, 5 January 2026.
6. Pursuant to Article 72 of the Articles of Association, the above resolutions put to vote at the meeting shall be decided by poll as required under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.
7. If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 1:00 p.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the websites of the Company at www.guruonline.com.hk and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the Company of the date, time and place of the rescheduled EGM.

As at the date of this notice, the executive Directors are Mr. Yin Di, Mr. Liu Liping and Ms. Wan Wai Ting; the non-executive Director is Mr. Ng Chi Fung; and the independent non-executive Directors are Ms. Fu Hongzhi, Mr. Bian Wencheng and Mr. Wen Zefeng.