

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.

Guoen Holdings Limited
國恩控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8121)

**(1) CLARIFICATION ANNOUNCEMENT
REGARDING THE BOOK CLOSURE PERIOD;
(2) CHANGE OF DATE OF THE EGM; AND
(3) REVISED PROXY FORM**

IN RELATION TO

PROPOSED ADOPTION OF THE 2025 SHARE OPTION SCHEME

References are made to the Original Notice of extraordinary general meeting dated 17 December 2025 (“**Original Notice**”); the circular dated 17 December 2025 (the “**Circular**”) of Guoen Holdings Limited (the “**Company**”); and the proxy form published on 17 December 2025 (the “**Original Proxy Form**”) in relation to the extraordinary general meeting of the Company to be held on Monday, 5 January 2026 at 3:00 p.m. (the “**EGM**”). Unless otherwise stated, capitalised terms in this announcement shall have the same meanings as defined in the Circular, the Original Notice and the Original Proxy Form.

(1) CLARIFICATION REGARDING THE BOOK CLOSURE PERIOD

The Company would like to clarify that the paragraphs in relation to the book closure period for the EGM as disclosed in the Circular and the Original Notice shall be amended as follows (with the correction underlined):

1. The section headed “5. CLOSURE OF REGISTER MEMBERS” of the letter from the Board as set out on page 13 of the Circular should be read as follows:

“5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 14 January 2026 to 19 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 13 January 2026. The record date for ascertaining Shareholders’ entitlement to attend and vote at the meeting is Monday, 19 January 2026”

2. Note 5 to the Original Notice as set out on page 35 of the Circular and page 3 of the Original Notice should be read as follows:

“5. The register of members of the Company will be closed from 14 January 2026 to 19 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 13 January 2026. The record date for ascertaining Shareholders’ entitlement to attend and vote at the meeting is Monday, 19 January 2026.”

(2) CHANGE OF DATE OF THE EGM

Due to the above clarification on the book closure period, the Board announces that the EGM which was originally scheduled to 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. as set out in the Circular, the Original Notice and the Original Proxy Form will be rescheduled to Monday, 19 January 2026 at 3:00 p.m. at the same venue (the “**Rescheduled EGM**”).

Save as disclosed and clarified above, other information set out in the Circular, the Original Notice and the Original Proxy Form remains unchanged. This clarification announcement is supplemental to and should be read in conjunction with the Circular, the Original Notice and the Original Proxy Form. The revised notice of EGM has been published on the Company’s website and the website of the Stock Exchange on 23 December 2025.

(3) REVISED PROXY FORM

As a result of the aforementioned clarification, a revised form of proxy (the “**Revised Proxy Form**”) for use at the Rescheduled EGM is published and shall replace the Original Proxy Form. The Revised Proxy Form is available on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.guruonline.com.hk. Printed copies of the Revised Proxy Form will also be despatched to the Shareholders on 23 December 2025.

For the avoidance of doubt, Original Proxy Form lodged by the Shareholders shall be revoked and deemed invalid. Shareholders intending to cast their votes by way of proxy, and any of those Shareholders who have already lodged the duly completed Original Proxy Form, shall use the Revised Proxy Form instead. Shareholders are reminded that completion and return of the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the EGM or at any adjourned meeting should they so wish.

In order to be valid, the Revised 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 Rescheduled EGM or any adjourned meeting thereof.

By Order of the Board
Guoen Holdings Limited
Yin Di

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

Hong Kong, 23 December 2025

As at the date of this Original 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.

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.