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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)**

## **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rules 17.06A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (“**Directors**”) of Guoen Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) announces that on 13 April 2026, the Company granted share options (the “**Options**”) to 10 employees of the Group (the “**Grantees**”), subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 19 January 2026 (the “**Share Option Scheme**”). The Options shall entitle the Grantees to subscribe for a total of 3,000,000 ordinary shares of HK\$0.01 each (the “**Shares**”) in the capital of the Company.

A summary of such grant is set out below:

Date of grant:	13 April 2026 (the “ <b>Date of Grant</b> ”)
Exercise price of the Options Granted:	HK\$0.654 per Share, representing the highest of (i) HK\$0.01, being the nominal value of the Share; (ii) HK\$0.64, being the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the Date of Grant; and (iii) HK\$0.654, being the average closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the Date of Grant
Number of Options granted:	3,000,000 Options each to subscribe for one Share
Closing price of the Shares as quoted on the Stock Exchange on the Date of Grant:	HK\$0.64 per Share

- Validity period of the Options: 10 years from the date of grant
- Consideration for the Grant: HK\$1.00 to be paid by the Grantee upon acceptance of the Options granted.
- Vesting date of the Options: 100% of the Options shall vest on the 1st anniversary of the Date of Grant.
- Performance target: There is no performance target attached to the Options granted. The purpose of the Share Option Scheme is to recognise and acknowledge the contributions that the eligible participants have made or may make to the Group, and to motivate the eligible participants to optimise their performance and efficiency for the benefit of the Group, as well as, to attract and retain the eligible participants whose contributions are, will or are expected to be beneficial to the Group. The number of Options granted was based on the work performance and potential contributions of the Grantees and no additional performance target is imposed before the Options are vested to the Grantees. In view of the above, the remuneration committee of the Company considered the grant of Share Options aligned with the purpose of the Share Option Scheme.
- Clawback mechanism: The Options granted to the Grantees are not subject to any clawback mechanism but shall lapse and/or be cancelled (to an extent not already exercised) under various scenarios provided under the Share Option Scheme. The remuneration committee of the Company considers that a specific clawback mechanism is not necessary, having considered that the lapse and cancellation of the Options upon the Grantee(s) ceasing to be an eligible person under the Share Option Scheme is in line with the purpose of the Share Option Scheme and in the interests of the Company.
- No financial assistance: The Group did not provide any financial assistance to the Grantees to facilitate the purchase of Shares under the Share Option Scheme.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, (i) none of the Grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) none of the Grantees is a participant with the share options granted and to be granted exceeding the 1% individual limit under the Rule 17.03D of the Listing Rules; and (iii) none of the Grantees is a related entity participant or service provider (as defined under the Listing Rules).

## NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

Subsequent to the grant of the Options, the number of Shares available for future grants under the Share Option Scheme is 800 Shares.

By Order of the Board  
**Guoen Holdings Limited**

**Yin Di**

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

Hong Kong, 13 April 2026

*As at the date of this announcement, the executive Directors are Mr. Yin Di, Mr. Liu Liping, Mr. Wang Lei 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](http://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](http://www.guruonline.com.hk).*