

To be valid, the whole of this document must be returned.

本文件必須整份交還，方為有效。

IMPORTANT

重要提示

Reference is made to the prospectus (the “**Prospectus**”) issued by Guoen Holdings Limited (the “**Company**”) dated 26 August 2026 in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述國恩控股有限公司(「**本公司**」)刊發日期為2026年8月26日有關供股的供股章程(「**供股章程**」)。除文義另有所指外，供股章程所界定的詞彙與本文件所採用者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON WEDNESDAY, 9 SEPTEMBER 2026 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS” IN THE ENCLOSED SHEET). THIS PAL SHOULD BE READ IN CONJUNCTION WITH THE PROSPECTUS.

本暫定配額通知書(「**暫定配額通知書**」)具有價值及可轉讓，並應即時處理。本暫定配額通知書所載之要約於2026年9月9日(星期三)下午四時正(或於惡劣天氣及／或極端情況下，則於隨附文件中「惡劣天氣及／或極端情況之影響」一段所述之有關較後日期及／或時間)結束。本暫定配額通知書應與供股章程一同閱讀。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES OR YOUR STOCKBROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對本暫定配額通知書之任何方面或應採取之行動有任何疑問或如 閣下已出售或轉讓 閣下名下全部或部分本公司之股份，應諮詢 閣下之持牌證券交易商或註冊證券機構或 閣下之股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of each of the Prospectus Documents, together with copies of the documents specified in the paragraph headed “14. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of the Prospectus Documents.

各份章程文件連同供股章程附錄三「14. 送呈香港公司註冊處處長之文件」一段所述之文件之文本，已遵照香港法例第32章公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對任何章程文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, 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 PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本暫定配額通知書全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

The Rights Issue is subject to the fulfilment of the conditions set out under the section headed “Letter from the Board – Rights Issue – Conditions of the Rights Issue” in the Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:10 p.m. on Monday, 21 September 2026). None of the conditions of the Rights Issue can be waived. If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed. Under such circumstances, the remittance received in respect of application for the Rights Shares will be returned to you or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at your own risk to your registered address on or before Monday, 28 September 2026.

供股須待供股章程「董事會函件－供股－供股的條件」一節所載之條件於供股成為無條件之最後時限(目前預期為2026年9月21日(星期一)下午四時十分)或之前達成後，方可作實。概無供股之條件可予豁免。倘供股之條件未有於供股成為無條件之最後時限或之前達成，則供股將不會進行。在該等情況下，就申請供股股份已收取之股款將於2026年9月28日(星期一)或之前以支票退還(不計利息)予 閣下或(倘屬聯名申請人)名列首位之人士，支票將以普通郵遞方式寄送至 閣下之登記地址，郵誤風險概由 閣下自行承擔。

The Rights Issue will proceed on a non-underwritten basis. The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

供股將按非包銷基準進行。章程文件並無亦將不會根據香港以外任何司法權區之適用證券法例登記或存檔。

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your stockbroker, licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of the settlement arrangements and how such arrangements may affect your rights and interests.

買賣股份及未繳股款及繳足股款供股股份可透過由香港結算設立及營運之中央結算系統進行交收，而閣下應諮詢閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情以及有關該等安排對閣下之權利與權益可能構成之影響。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自開始於聯交所買賣當日或香港結算決定之其他日期起，在中央結算系統寄存、結算及交收。聯交所參與者間於任何交易日進行之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統之一切活動均須依照不時有效之香港結算系統一般規則及香港結算系統運作程序規則進行。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS ORIGINAL PAL INTACT IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED HEREIN WITH THE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, AT 17/F, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR CASHIER'S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ON FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON WEDNESDAY, 9 SEPTEMBER 2026 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS" IN THE ENCLOSED SHEET). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BY CASHIER'S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "GUOEN INVESTMENT HOLDINGS LIMITED" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING OF ENTITLEMENTS TO RIGHTS SHARES ARE ALSO SET OUT IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

Each person accepting the provisional allotment specified in this PAL:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them; and
- agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with the Laws of Hong Kong.

閣下如欲根據本暫定配額通知書全數接納供股股份之暫定配額，須按本通知書所列印之指示將本原暫定配額通知書整份連同表格甲內丙欄所示之港元全數股款（以支票或銀行本票）送達過戶處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓），最遲於2026年9月9日（星期三）下午四時正前（或惡劣天氣及／或極端情況下，在隨附文件內「惡劣天氣及／或極端情況之影響」所述的有關較後日期或時間）交回過戶處，所有股款須以港元繳付，並以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付，並須註明抬頭人為「GUOEN INVESTMENT HOLDINGS LIMITED」，並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆供股股份配額之指示載於隨附文件。本公司將不另發股款收據。

接納本暫定配額通知書所載之暫定配額的每位人士均：

- 確認彼已閱讀隨附文件及供股章程所載之條款及條件以及接納手續，並同意受其約束；及
- 同意本暫定配額通知書及因此構成之合約須受香港法律規限及根據香港法律詮釋。

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

**每份申請須隨附一張獨立支票或銀行本票
本公司將不另發收據**



Form A
表格甲



Guoen Holdings Limited

國恩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 8121)

(股份代號：8121)

RIGHTS ISSUE ON THE BASIS OF FOUR (4) RIGHTS SHARE FOR EVERY ONE (1) SHARE HELD ON THE RECORD DATE

AT THE SUBSCRIPTION PRICE OF

HK\$0.36 PER RIGHTS SHARE

按於記錄日期

每持有一(1)股股份可獲發四(4)股供股股份之基準

以每股供股股份0.36港元之認購價進行供股

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN

4:00 P.M. ON WEDNESDAY, 9 SEPTEMBER 2026

股款須不遲於2026年9月9日(星期三)

下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Registered office:

註冊辦事處：

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Head office and principal place
of business in Hong Kong:

Unit 1201 & 16, 12/F
Two Harbour Square
No. 180 Wai Yip Street
Kwun Tong
Hong Kong

香港總辦事處及主要營業地點：

香港
觀塘
偉業街180號
Two Harbour Square
12樓1201及16室

26 August 2026

2026年8月26日

Name(s) and address of the Qualifying Shareholder(s)

合資格股東之姓名／名稱及地址

Provisional Allotment Letter No.

暫定配額通知書編號

BOX A 甲欄 (Note 1 附註1)

BOX B 乙欄 (Note 2 附註2)

BOX C 丙欄 (Note 3 附註3)

HK\$
港元

Note 1: Total number of Shares registered in your name(s) on Tuesday, 25 August 2026

附註1：於2026年8月25日(星期二)登記於閣下名下之股份總數

Note 2: Total number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Wednesday, 9 September 2026

附註2：閣下獲暫定配發之供股股份總數，股款須不遲於2026年9月9日(星期三)下午四時正接納時繳足

Note 3: Total subscription monies payable on acceptance in full which should be rounded down to 2 decimal places

附註3：應繳認購股款總額，股款須於接納時繳足及應向下調整至兩個小數點

Name of bank on which cheque/

cashier's order is drawn:

支票／銀行本票的付款銀行名稱：

Cheque/cashier's order

number:

支票／銀行本票號碼：

Please insert your contact telephone

number here:

請在此填上閣下之聯絡電話：

+

Guoen Holdings Limited

國恩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8121)

26 August 2026

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of Guoen Holdings Limited (the “**Company**”) dated 26 August 2026 in relation to the Rights Issue (the “**Prospectus**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Prospectus. In accordance with the terms and conditions of the PAL and those set out in the Prospectus and subject to the memorandum of association and articles of association of the Company, the Directors have provisionally allotted to you the number of Rights Shares indicated on Form A of the PAL on the basis of four (4) Rights Share for every one (1) Share registered in your name in the register of members of the Company on Tuesday, 25 August 2026. Your holding of the Shares as at that date is set out in Box A on Form A of the PAL and the number of Rights Shares provisionally allotted to you is set out in Box B on Form A of the PAL.

You have the right to acquire the Rights Shares provisionally allotted to you at a subscription price of HK\$0.36 per Rights Share payable in full on acceptance, in the manner set out below, by no later than 4:00 p.m. on Wednesday, 9 September 2026.

You may, subject to the section headed “Qualifying Shareholders and Excluded Shareholders” below, accept all or any number of the Rights Shares provisionally allotted to you hereunder or dispose of your right to all or any of them. If you wish to accept only part of your provisional allotment and to transfer the remainder or to transfer your provisional allotment to more than one person, you should refer to the instructions in the section headed “Splitting” below. If you wish to transfer all of your provisional allotment you should refer to the instructions in the section headed “Transfer” below.

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully-paid, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the fully-paid Rights Shares, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

PROCEDURE FOR ACCEPTANCE

Qualifying Shareholders who wish to take up their provisional allotment of Rights Shares in full must lodge the original PAL intact in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, as shown in Box C on Form A of the PAL, with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:00 p.m. on Wednesday, 9 September 2026 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the paragraph headed “Effect of Bad Weather and/or Extreme Conditions” below). All remittances must be made by cheques or cashier’s orders in Hong Kong dollars. Cheques must be drawn on an account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**GUOEN INVESTMENT HOLDINGS LIMITED**” and crossed “**ACCOUNT PAYEE ONLY**”. Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of the PAL and the Prospectus and subject to the memorandum of association and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with the PAL should be addressed to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

It should be noted that, unless this duly completed PAL, together with the appropriate remittance shown in Box C on Form A of the PAL, has been received as described above by no later than 4:00 p.m. on Wednesday, 9 September 2026 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the paragraph headed “Effect of Bad Weather and/or Extreme Conditions” below), whether by the original allottee or any person in whose favour the nil-paid Rights Shares have been validly transferred, your provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to treat but may at its absolute discretion treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete the incomplete PAL at a later stage.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you, or transfer all or part of your rights to more than one person (not as joint holders), the entire original PAL must be surrendered and lodged for cancellation with a covering letter stating clearly the number of split PALs required and the number of nil-paid Rights Shares to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to you as set out in Box B on Form A of the PAL), by no later than 4:30 p.m. on Tuesday, 1 September 2026 with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at the Registrar, at the above address, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

TRANSFER

If you wish to transfer all of your provisional allotment under the PAL to another person or persons as joint holders, you should complete and sign the “Form of Transfer and Nomination” (Form B) in the PAL and hand the completed and signed PAL to the person to or through whom you are transferring your provisional allotment. The transferee(s) must then complete and sign the “Registration Application Form” (Form C) in the PAL and lodge the PAL intact, together with a remittance for the full amount in Hong Kong dollars payable on acceptance with the Registrar, at the above address, by no later than 4:00 p.m. on Wednesday, 9 September 2026 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the paragraph headed “Effect of Bad Weather and/or Extreme Conditions” below).

It should be noted that Hong Kong stamp duty and ad valorem stamp duty are payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

CHEQUES AND CASHIER’S ORDERS

All cheques and cashier’s orders accompanying the completed PALs will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL together with a cheque or a cashier’s order in payment for the Rights Shares applied for will constitute a warranty by such person that the cheque or the cashier’s order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, any PAL in respect of which the accompanying cheque or cashier’s order is dishonoured on first presentation may be rejected at the Board’s discretion, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

FRACTIONAL ENTITLEMENTS

No fractional entitlements to the Rights Shares shall be issued to the Shareholders and no entitlements of the Excluded Shareholders to the Rights Shares shall be issued to the Excluded Shareholders. All fractions of the Rights Shares shall be rounded down to the nearest whole number of Rights Shares and aggregated and, if a premium (net of expenses) can be achieved, sold in the market by the Company.

DISTRIBUTION OF THE PROSPECTUS DOCUMENTS

The PAL shall only be sent to the Qualifying Shareholders.

Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents (including, without limitation, agents, custodians, nominees and trustees) should acquaint themselves with and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction for which the Company will not accept liability. Any Shareholder or beneficial owner who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay. In particular, subject to certain exceptions as determined by the Company, persons in possession of the Prospectus Documents should not distribute, forward or transmit into or from any jurisdiction outside of Hong Kong, the Prospectus, whether with or without the PAL. The Company reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate applicable securities legislations or other laws or regulations of any jurisdiction.

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

QUALIFYING SHAREHOLDERS AND EXCLUDED SHAREHOLDERS

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered on the register of members of the Company at the close of business on Tuesday, 25 August 2026, and must not be an Excluded Shareholder.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and before dealings in the nil-paid Rights Shares end, if a premium (net of expenses) can be obtained. The proceeds from such sale, less expenses and stamp duty, of more than HK\$100 will be paid on a pro rata basis to the relevant Excluded Shareholders. In view of administrative costs, the Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold nil-paid Rights Shares to which Excluded Shareholders would otherwise have been entitled and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares will be placed by the Placing Agent at the price at least equivalent to the Subscription Price under the Placing Agreement.

No person receiving a copy of the Prospectus and/or the PAL in any territory or jurisdiction outside Hong Kong may treat as an offer or an invitation to apply for the Rights Shares (in both their nil-paid and fully-paid forms), unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong (including, without limitation, a nominee, agent and trustee) wishing to make an application for the Rights Shares (in both their nil-paid and fully-paid forms) to satisfy himself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the PALs will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Rights Shares (in both their nil-paid and fully-paid forms) have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representations and warranties.

DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto (except HKSCC Nominees Limited) by ordinary post at their own risk on or before Monday, 28 September 2026. Each Shareholder (except HKSCC Nominees Limited) will receive one share certificate for all allotted Rights Shares. If the Rights Issue is terminated, refund cheques will be despatched to the applicants for Rights Shares on or before Monday, 28 September 2026 by ordinary post at the respective Shareholders' own risk.

COMMENCEMENT OF DEALINGS OF FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares on the Stock Exchange, in their fully-paid form, are expected to commence at 9:00 a.m. on Tuesday, 29 September 2026.

REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting the PAL, each purchaser of nil-paid Rights Shares or subscriber of Rights Shares hereby represents and warrants to the Company and to any person acting on their behalf, unless in their sole discretion the Company waives such requirement expressly in writing that:

- he/she/it was a Qualifying Shareholder on Tuesday, 25 August 2026, or he/she/it lawfully acquired or may lawfully acquire the nil-paid Rights Shares, directly or indirectly, from such a person; and
- he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the nil-paid Rights Shares and/or the fully-paid Rights Shares in the jurisdiction in which he/she/it resides or is currently located.

Any Qualifying Shareholder accepting and/or transferring the PAL or requesting registration of the Rights Shares comprised therein represents and warrants to the Company that, except where proof has been provided to the satisfaction of the Company that such person's use of the PAL will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) such person is not accepting and/or transferring the PAL, or requesting registration of the relevant nil-paid rights or Rights Shares from outside of Hong Kong; (ii) such person is not outside of Hong Kong or in any territory in which it is otherwise unlawful to make or accept an offer to acquire the nil-paid rights or Rights Shares or to use the PAL in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person resident in any of the overseas jurisdictions at the time the instruction to accept or transfer was given; and (iv) such person is not acquiring the nil-paid rights or Rights Shares with a view to the offer, sale, allotment, take up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of any such nil-paid rights or Rights Shares into any of the overseas jurisdictions.

The Company may treat as invalid any acceptance or purported acceptance of the allotment of Rights Shares comprised in, or transfer or purported transfer of, the PAL if it: (i) appears to the Company to have been executed in, or despatched from outside of Hong Kong, and the acceptance or transfer may involve a breach of the laws of outside of Hong Kong or the acceptance or transfer is otherwise in a manner which may involve a breach of the laws of any jurisdiction or if the Company or its agents believe the same may violate any applicable legal or regulatory requirement; (ii) provides an address outside of Hong Kong for delivery of definitive share certificates for Rights Shares and such delivery would be unlawful or provides an address for delivery of definitive share certificates in any other jurisdiction outside Hong Kong in which it would be unlawful to deliver such certificates; or (iii) purports to exclude the representation and/or warranty required by the paragraph immediately above.

Completion and return of the PAL by any person will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements, in connection with such application have been or will be duly complied with by that person.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representations and warranties.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS

The Latest Time for Acceptance will not take place at 4:00 p.m. on Wednesday, 9 September 2026 if a tropical cyclone signal number 8 or above, or “extreme conditions” caused by super typhoons or a “black” rainstorm warning is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 9 September 2026, being the date on which the Latest Time for Acceptance falls. In this case, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Wednesday, 9 September 2026, being the date on which the Latest Time for Acceptance falls. In this case, the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day on which none of those warnings is in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Wednesday, 9 September 2026, the dates mentioned above may be affected. Announcement(s) will be made by the Company on any change to the expected timetable as and when appropriate.

GENERAL

Lodgment of the PAL with, where relevant, the “Form of Transfer and Nomination” (Form B) in the PAL purporting to have been signed by the person(s) in whose favour the PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive a split PAL and/or the share certificates for the Rights Shares. Further copies of the Prospectus are available at the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

All documents, including cheques for refund, and the share certificates of the fully-paid Rights Shares, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto to their registered addresses.

The PAL and all acceptances of the offer contained in it shall be governed by and construed in accordance with the Laws of Hong Kong. Nil-paid Rights Shares are expected to be traded in board lots of 10,000 Rights Shares. References in the PAL to times and dates are to Hong Kong times and dates unless otherwise stated.

If you have questions in relation to the Rights Issue, please address your questions to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, during business hours from 9:00 a.m. to 4:30 p.m., Monday to Friday (other than Hong Kong public holidays).

By completing, signing and submitting the PAL, you agree to disclose to the Company and/or the Registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “PDPO”) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the PDPO, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its head office and principal place of business in Hong Kong at Unit 1201 & 16, 12/F., Two Harbour Square, No. 180 Wai Yip Street, Kwun Tong, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for the attention of Personal Data Privacy Officer.

Yours faithfully, For and on behalf of
Guoen Holdings Limited
Yin Di
Chairman, Chief Executive Officer and Executive Director

Guoen Holdings Limited
國恩控股有限公司
(於開曼群島註冊成立的有限公司)
(股份代號：8121)

敬啟者：

緒言

茲提述國恩控股有限公司(「**本公司**」)日期為2026年8月26日內容有關供股的供股章程(「**供股章程**」)。除文義另有所指外，本表格所用詞彙與供股章程所界定者具有相同涵義。根據暫定配額通知書之條款及條件及供股章程所載者，並在本公司組織章程大綱及組織章程細則之規限下，董事已暫定配發暫定配額通知書表格甲所示之供股股份數目予閣下，基準為於2026年8月25日(星期二)以閣下名義在本公司股東名冊上登記持有每一(1)股股份獲發四(4)股供股股份。閣下於該日持有之股份列於暫定配額通知書表格甲的甲欄，而所獲暫定配發予閣下之供股股份數目則列於暫定配額通知書表格甲的乙欄。

閣下有權於2026年9月9日(星期三)下午四時正之前根據下文所載之方式，按每股供股股份0.36港元之認購價(股款應於接納時繳足)購買暫定配發予閣下之供股股份。

在下文「合資格股東及除外股東」一節之規限下，閣下可接納據此暫定配發予閣下之全部或任何數目之供股股份，或出售閣下有關該等供股股份之全部或任何權利。閣下如欲只接納閣下之部分暫定配額並將餘額轉讓，或擬將閣下之暫定配額轉讓予超過一人，則閣下應參閱下文「分拆」一節內之指示。閣下如欲轉讓閣下之全部暫定配額，則閣下應參閱下文「轉讓」一節內之指示。

供股股份

供股股份一經配發、發行及繳足股款，將在所有方面與繳足股款供股股份配發及發行日期的已發行股份具有同等地位，包括收取於該日或之後可能宣派、作出或派付的所有股息及分派之權利。

待未繳股款供股股份及繳足股款供股股份獲准在聯交所上市及買賣，並符合香港結算之股份接納規定後，未繳股款供股股份及繳足股款供股股份將獲香港結算接納為合資格證券，可由未繳股款供股股份及繳足股款供股股份各自在聯交所開始買賣之日期或香港結算釐定之有關其他日期起在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易，須於其後第二個交易日在中央結算系統內交收。中央結算系統內之一切活動，均須依據不時有效之香港結算系統一般規則及香港結算系統運作程序規則進行。

接納手續

合資格股東如欲全數接納其供股股份暫定配額，必須按本通知書所列印之指示將整份原暫定配額通知書連同暫定配額通知書表格甲的丙欄所示須於接納時支付之全數股款，不遲於2026年9月9日(星期三)下午四時正(或於惡劣天氣及／或極端情況下，下文「惡劣天氣及／或極端情況之影響」一段所述之有關較後日期及／或時間)之前交回過戶處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)，方為有效。所有股款須以港元支票或銀行本票繳付，支票須由香港之持牌銀行賬戶開出，而銀行本票則須由香港之持牌銀行發出，並須註明抬頭人為「**GUOEN INVESTMENT HOLDINGS LIMITED**」，並以「**只准入抬頭人賬戶**」劃線方式開出。繳付股款後，即表示已按暫定配額通知書及供股章程所載之條款，及在本公司之組織章程大綱及組織章程細則之規限下接納有關的供股暫定配額。本公司將不另發股款收據。所有有關暫定配額通知書之查詢均須提交過戶處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。

謹請注意，除非由原本獲配發的人士或以本身名義經已獲有效轉讓未繳股款供股股份之任何人士填妥之本暫定配額通知書，連同暫定配額通知書表格甲的丙欄所示之應繳股款，按上文所述不遲於2026年9月9日(星期三)下午四時正(或於惡劣天氣及／或極端情況下，下文「惡劣天氣及／或極端情況之影響」一段所述之有關較後日期及／或時間)已經交回，否則閣下之暫定配額及一切據此而獲得之權利將視作已遭放棄而被取消。本公司毋須但可絕對酌情視一份暫定配額通知書為有效，並對所提呈或被代為提呈之人士具有約束力，即使該暫定配額通知書並未根據有關指示填妥。本公司可要求有關人士稍後填妥未填妥之暫定配額通知書。

分拆

閣下如欲只接納 閣下之部分暫定配額，或轉讓暫定配發予 閣下之認購供股股份之部分權利，或向超過一名人士(並非作為聯名持有人)轉讓 閣下全部或部分權利，則 閣下須將整份原暫定配額通知書連同清楚註明所需要之分拆暫定配額通知書數目及每份分拆暫定配額通知書包含之未繳股款供股股份數目(兩者合共應相等於暫定配額通知書表格甲的乙欄所載列暫定配發予 閣下之供股股份數目)之信件，不遲於2026年9月1日(星期二)下午四時三十分之前交回及送達過戶處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)，以供過戶處註銷原暫定配額通知書，並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於交回原暫定配額通知書後第二個營業日上午九時正後於過戶處(地址同上)領取。

轉讓

閣下如欲根據暫定配額通知書轉讓 閣下之全部暫定配額予其他一名人士或多名人士(作為聯名持有人)， 閣下應填妥及簽署暫定配額通知書內之「轉讓及提名表格」(表格乙)，並將填妥及簽署之暫定配額通知書轉交 閣下之暫定配額之承讓人或經手辦理轉讓之人士。承讓人其後須填妥及簽署暫定配額通知書內之「登記申請表格」(表格丙)，並將暫定配額通知書連同接納時以港元應付股款之全部款項，不遲於2026年9月9日(星期三)下午四時正(或於惡劣天氣及／或極端情況下，下文「惡劣天氣及／或極端情況之影響」一段所述之有關較後日期及／或時間)送交過戶處(地址同上)。

務請注意， 閣下轉讓有關供股股份之認購權予承讓人時須繳付香港印花稅及從價印花稅，而承讓人於接納有關權利時亦須繳付香港印花稅及從價印花稅。倘若本公司相信 閣下作出的轉讓或會違反適用法例或監管規定，則本公司保留權利拒絕受理以任何人士為受益人之任何轉讓登記。

支票及銀行本票

所有隨附已填妥暫定配額通知書的支票或銀行本票於收訖後將會隨即過戶，而就有關款項賺取之全部利息(如有)將由本公司保留，收益歸本公司所有。填妥暫定配額通知書並連同支付所申請供股股份股款之支票或銀行本票一併交回，即表示該人士保證支票或銀行本票將於首次過戶時可兌現。在不影響本公司之其他有關權利情況下，任何暫定配額通知書所隨附之支票或銀行本票如未能於首次過戶時兌現，有關暫定配額通知書有可能被董事會酌情拒絕受理，在此情況下，該暫定配額通知書項下之暫定配額及所有權利將被視為已遭拒絕及將予以註銷。

零碎配額

本公司將不會向股東發行供股股份的零碎配額，亦不會向除外股東發行除外股東的供股股份配額。所有零碎供股股份將會下調至最近的供股股份整數並由本公司匯集及(倘扣除開支後可獲得溢價)於市場出售。

派發章程文件

暫定配額通知書僅向合資格股東寄發。

派發章程文件至香港以外之司法管轄區可能受法律限制。擁有章程文件之人士(包括(並不限於)代理人、保管人、代名人及受託人)須知悉並遵守任何有關限制。未能遵守該等限制可能構成違反任何有關司法管轄區的證券法例，本公司不會承擔任何責任。任何股東或實益擁有人如對其有關狀況有任何疑問，應盡快諮詢合適之專業顧問。尤其是，除本公司指定之若干例外情況外，擁有章程文件之人士不應向或由香港以外之司法管轄區派發、送交或送呈供股章程(不論是否連同暫定配額通知書)。倘本公司相信接納有關申請認購供股股份會違反任何司法管轄區之適用證券法例或其他法例或規例，則本公司保留拒絕接納任何申請之權利。

章程文件將不會根據在香港以外任何司法管轄區之適用證券法例登記或存檔。

合資格股東及除外股東

供股只供合資格股東參與。為合資格參與供股，股東於2026年8月25日(星期二)營業時間結束時必須已登記於本公司之股東名冊，且不得為除外股東。

倘扣除開支後仍有溢價，本公司將會安排原應暫定配發予除外股東之供股股份在實際可行情況下以未繳股款之形式於未繳股款供股股份開始買賣後及在未繳股款供股股份結束買賣前盡快於市場出售。有關該出售所得款項於扣除開支及印花稅後如超過100港元，將按比例支付予相關除外股東。考慮到行政成本，本公司將保留100港元或以下之個別款額，利益將撥歸本公司所有。除外股東原應有權獲得之任何未出售未繳股款供股股份及暫定配發但未獲合資格股東接納或未獲未繳股款供股股份承讓人認購之任何供股股份，將由配售代理根據配售協議按至少相當於認購價的價格配售。

於香港以外任何地區或司法管轄區接獲供股章程及／或暫定配額通知書之人士，不得視之為申請未繳股款及繳足股款供股股份之要約或邀請，除非有關要約或邀請可於有關司法管轄區合法地作出而毋須遵照任何登記或其他法律或監管規定。任何於香港以外地區之人士(包括但不限於代名人、代理人及受託人)如有意申請未繳股款及繳足股款供股股份，則有責任自行遵守所有相關司法管轄區之法例及規例，包括取得任何政府或其他方面之同意及就此繳付該有關司法管轄區規定須繳付之任何稅項及徵費。填妥及交回暫定配額通知書即表示相關申請人向本公司作出一項保證及聲明，已經全面遵守任何接納未繳股款及繳足股款供股股份之香港以外所有相關地區一切登記、法律及監管規定。為免生疑問，香港結算及香港中央結算(代理人)有限公司概不受上述任何聲明或保證所規限。

寄發股票及退款支票

待供股條件達成後，所有繳足股款供股股份的股票預期於2026年9月28日(星期一)或之前以平郵方式寄發予有權獲得該等股票之人士(香港中央結算(代理人)有限公司除外)，郵誤風險由彼等自行承擔。各股東將就所獲配發的供股股份收取一張股票(香港中央結算(代理人)有限公司除外)。如供股終止，退款支票將於2026年9月28日(星期一)或之前以平郵方式寄發予供股股份的申請者，郵誤風險由各股東自行承擔。

繳足股款供股股份開始買賣

預期繳足股款供股股份將於2026年9月29日(星期二)上午九時正起在聯交所買賣。

聲明及保證

透過填妥、簽妥及交回暫定配額通知書，即表示每名有關的未繳股款供股股份之買方或供股股份之認購人據此向本公司及代表彼等之其他人士作出以下聲明及保證，除非本公司按其全權酌情決定以書面方式明確豁免有關規定，則作別論：

- 彼於2026年8月25日(星期二)已經成為合資格股東，或彼已依法或可依法從有關人士直接或間接取得未繳股款供股股份；及
- 彼可合法在其居住或目前身處之司法管轄區獲提呈、接納、取得、認購及收取未繳股款供股股份及／或繳足股款供股股份。

若任何合資格股東接納及／或轉讓暫定配額通知書或要求登記暫定配額通知書內的供股股份，除非已提供令本公司信納的證據，證明有關人士使用暫定配額通知書將不會違反任何司法管轄區的任何適用法律規定，有關人士等同已向本公司聲明及保證：(i)有關人士並非身在香港以外地區接納及／或轉讓暫定配額通知書，或要求登記有關的未繳股款供股股份或供股股份；(ii)有關人士並非身在香港以外地區，或身在任何地區導致其作出或接納要約以收購未繳股款供股股份或供股股份乃屬違法，或該人士曾經或將以任何方式使用暫定配額通知書乃屬違法行為；(iii)於作出接納或轉讓指示時該人士並非以非全權委託形式為居於香港以外地區之人士行事；及(iv)有關人士並非為直接或間接提呈、出售、配發、接納、行使、轉售、放棄、質押、轉讓、交付或分派任何有關未繳股款供股股份或供股股份至任何海外司法管轄區而購買未繳股款供股股份或供股股份。

倘出現下列情況，本公司可視任何接納或聲稱接納暫定配額通知書內的供股股份的配額，或轉讓或聲稱轉讓暫定配額通知書為無效：(i)本公司認為其為於香港以外地區簽立或寄發及接納或轉讓可能涉及違反香港以外地區的法律或接納或轉讓有可能違反任何司法管轄區的法例，或倘本公司或其代理人相信，二者可能違反任何適用法律或監管規定；(ii)就交付供股股份正式股票所提供的地址位於香港以外地區而有關交付屬違法，或就交付正式股票所提供的地址位於香港境外且交付該等股票乃屬違法的任何其他司法管轄區；或(iii)聲稱拒絕上一段所規定的聲明及／或保證。

任何人士填妥及交回暫定配額通知書將構成該位人士對本公司作出之一項保證及聲明，表示該位人士已妥為遵照或將妥為遵照有關申請之所有登記、法律及監管規定。

為免生疑問，香港結算及香港中央結算(代理人)有限公司概不受上述任何聲明及保證所規限。

惡劣天氣及／或極端情況之影響

倘於下述時間懸掛8號或以上熱帶氣旋警告信號或出現超強颱風引致的「極端情況」或「黑色」暴雨警告信號生效，則最後接納時限將不會於2026年9月9日(星期三)下午四時正生效：

- (i) 於2026年9月9日(星期三)(即最後接納時限當日)中午十二時正前任何本地時間在香港生效，且於中午十二時正後不再生效。在此情況下，最後接納時限將延長至同一營業日下午五時正；或
- (ii) 於2026年9月9日(星期三)(即最後接納時限當日)中午十二時正至下午四時正期間任何本地時間在香港生效。在此情況下，最後接納時限將重訂於上午九時正至下午四時正之間任何時間並無該等警告於香港生效之下一個營業日下午四時正。

倘最後接納時限並無於2026年9月9日(星期三)生效，則以上所述之日期可能受到影響。本公司將在適當時候就預期時間表之任何變動作出公佈。

一般事項

暫定配額通知書連同(如相關)由獲發暫定配額通知書人士所簽署暫定配額通知書內之「轉讓及提名表格」(表格乙)一經交回，即確證交回之人士(一名或多名)有權處理暫定配額通知書及收取分拆之暫定配額通知書及／或供股股份之股票。如需要額外之供股章程，可於過戶處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)索取。

所有文件(包括退款支票及繳足股款供股股份之股票)將以平郵投遞方式按有關人士之登記地址寄予有關申請人或其他應得之人士，郵誤風險概由收件人自行承擔。

暫定配額通知書及所有接納其中所載之要約均須受香港法例監管，並按其詮釋。預期未繳股款供股股份將以10,000股供股股份之每手買賣單位進行買賣。除另有說明者外，暫定配額通知書內所提及之時間及日期均為香港時間及日期。

倘若閣下對供股有任何疑問，請於星期一至星期五(香港公眾假期除外)上午九時正至下午四時三十分之營業時間內將閣下的問題提交過戶處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。

透過填妥、簽署及交回暫定配額通知書，即表示閣下同意向本公司及／或過戶處及彼等各自之顧問及代理披露個人資料及彼等所需而有關閣下或閣下為其利益而接納暫定配發之供股股份的人士之任何資料。香港法例第486章個人資料(私隱)條例(「個人資料(私隱)條例」)給予證券持有人權利可確定本公司或過戶處是否持有其個人資料，索取有關資料之副本，以及更正任何不準確之資料。根據個人資料(私隱)條例，本公司及過戶處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往(i)本公司之總辦事處及香港主要營業地點(地址為香港觀塘偉業街180號Two Harbour Square 12樓1201及16室)或根據適用法律不時通知之地點並以本公司秘書為收件人；或(ii)(視情況而定)過戶處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)並以個人資料私隱主任為收件人。

此 致

列位合資格股東 台照

代表董事會
國恩控股有限公司
主席、行政總裁兼執行董事
尹迪
謹啟

2026年8月26日