

*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)**

## **DISCLOSEABLE TRANSACTIONS ACQUISITIONS OF LISTED SECURITIES**

The Board wishes to announce that the Company has entered into the following transactions involving acquisitions of listed securities.

### **ACQUISITION OF SHARES IN HKEX**

On 22 February 2024, the Company has acquired an aggregate of 4,500 shares through the open market at an aggregate consideration of approximately HK\$1.14 million (exclusive of transaction costs).

### **ACQUISITION OF SHARES IN MEITUAN**

On 22 February 2024, the Company has acquired an aggregate of 13,000 shares through the open market at an aggregate consideration of approximately HK\$1.04 million (exclusive of transaction costs).

### **IMPLICATIONS UNDER THE GEM LISTING RULES**

#### **Acquisition of shares in HKEx**

As one or more of the applicable percentage ratio(s) under Chapter 14 of the GEM Listing Rules in relation to the acquisition of shares in HKEx exceed 5% but all such ratios fall below 25%, the acquisition of shares in HKEx constitutes a discloseable transaction on the part of the Company under the GEM Listing Rules.

#### **Acquisition of shares in Meituan**

As one or more of the applicable percentage ratio(s) under Chapter 14 of the GEM Listing Rules in relation to the acquisition of shares in Meituan exceed 5% but all such ratios fall below 25%, the acquisition of shares in Meituan constitutes a discloseable transaction on the part of the Company under the GEM Listing Rules.

## **ACQUISITION OF SHARES IN HKEx**

On 22 February 2024, the Company acquired an aggregate of 4,500 shares in HKEx through the open market at an aggregate consideration of approximately HK\$1.14 million (exclusive of transaction costs). The average price (exclusive of transaction costs) for the acquisition of each HKEx share was approximately HK\$253.00. The aggregate consideration of approximately HK\$1.14 million was financed by the Group's existing internal financial resources.

As the acquisition of shares in HKEx was conducted in the open market, the identities of the counterparties of the acquired HKEx shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired in HKEx shares are Independent Third Parties.

## **ACQUISITION OF SHARES IN MEITUAN**

On 22 February 2024, the Company acquired an aggregate of 13,000 shares in Meituan through the open market at an aggregate consideration of approximately HK\$1.04 million (exclusive of transaction costs). The average price (exclusive of transaction costs) for the acquisition of each Meituan share was approximately HK\$79.80. The aggregate consideration of approximately HK\$1.04 million was financed by the Group's existing internal financial resources.

As the acquisition of shares in Meituan was conducted in the open market, the identities of the counterparties of the acquired Meituan shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired in Meituan shares are Independent Third Parties.

## **INFORMATION OF THE ACQUISITIONS**

### **HKEx**

HKEx is a recognised exchange controller under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). HKEx operates the only recognised stock and futures markets in Hong Kong through its wholly-owned subsidiaries and is the frontline regulator of listed issuers in Hong Kong.

The following information is extracted from the public documents of HKEx:

	<b>Year ended 31 December</b>	
	<b>2022</b>	<b>2021</b>
	<i>HK\$ million</i>	<i>HK\$ million</i>
Revenue	16,934	19,471
Profit before income tax	11,659	14,841
Profit for the year	10,095	12,498
Total assets	406,051	399,304
Net asset value	50,099	49,910

### **Meituan**

Meituan is a company incorporated in the Cayman Islands with limited liability. It is the leading e-commerce platform for services in China. Its platform uses technology to connect consumers and merchants. Service offerings on the platform address people's daily needs for food, and extend further to broad lifestyle and travel services.

The following information is extracted from the public documents of Meituan:

	<b>Year ended 31 December</b>	
	<b>2022</b>	<b>2021</b>
	<i>RMB million</i>	<i>RMB million</i>
Revenue	219,954,948	179,127,997
Loss before income tax	6,755,517	23,566,477
Loss for the year	6,685,323	23,536,198
Total assets	244,481,192	240,653,269
Net asset value	128,705,717	125,556,762

### **REASONS FOR ENTERING INTO THE ACQUISITIONS**

The Group is principally engaged in the provision of integrated digital marketing services in Hong Kong. The Group mainly operates its business in Hong Kong.

For the purposes of treasury and liquidity management, the Board considered the acquisitions presented good opportunities for the Group to acquire potential investments to contribute a steady investment return and is in alignment with the Group's principal activities on investment in financial instruments. The management expects that investments in listed companies with excellent reputation which are typically well-established and financially sound companies and holds positive views towards their financial performance and future prospects.

As the acquisitions were made in the open market at prevailing market prices at the time of the relevant acquisitions, the Board is of the view that the terms of which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

### **Acquisition of shares in HKEx**

As one or more of the applicable percentage ratio(s) under Chapter 14 of the GEM Listing Rules in relation to the acquisition of shares in HKEx exceed 5% but all such ratios fall below 25%, the acquisition of shares in HKEx constitutes a discloseable transaction on the part of the Company under the GEM Listing Rules.

### **Acquisition of shares in Meituan**

As one or more of the applicable percentage ratio(s) under Chapter 14 of the GEM Listing Rules in relation to the acquisition of shares in Meituan exceed 5% but all such ratios fall below 25%, the acquisition of shares in Meituan constitutes a discloseable transaction on the part of the Company under the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Company”	Guoen Holdings Limited (formerly known as Guru Online (Holdings) Limited) (Stock Code: 8121), a company incorporated in the Cayman Islands as an exempted company with limited liability, the issued shares of which are listed on GEM of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries
“HKEx”	Hong Kong Exchanges and Clearing Limited is a company incorporated in Hong Kong with limited liability and its shares are listed on the Main Board of the Stock Exchange (stock code: 388)
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	a third party who is, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, independent of the Company and the connected persons of the Company
“Meituan”	Meituan, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 3690)
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board  
**Guoen Holdings Limited**  
**Yin Di**

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

Hong Kong, 22 February 2024

*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](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).*