Guoen Holdings Limited
國恩控股有限公司

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

(1) CHANGES OF EXECUTIVE DIRECTOR AND AUTHORISED REPRESENTATIVE; (2) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS; AND (3) CHANGES OF COMPOSITION OF BOARD COMMITTEES

The board (the "**Board**") of directors (the "**Directors**") of Guoen Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") hereby announces that, with effect from 10 September 2026,

(1) Mr. Liu Liping (劉立平) ("**Mr. Liu**") has resigned as an executive Director, a member of the nomination committee of the Company (the "**Nomination Committee**"), a member of the remuneration committee (the "**Remuneration Committee**"), and ceased to be the authorised representative of the Company;

(2) Mr. Weng Younan (翁友南) ("**Mr. Weng**") has been appointed as an executive Director and the authorised representative of the Company;

(3) Mr. Bian Wencheng (邊文成) ("**Mr. Bian**") has resigned as an independent non-executive Director and a member of each of the Nomination Committee and audit committee of the Company (the "**Audit Committee**"); and

(4) Ms. Zheng Shasha (鄭莎莎) ("**Ms. Zheng**") has been appointed as an independent non-executive Director and a member of each of the Nomination Committee, Remuneration Committee and Audit Committee.

CHANGES OF EXECUTIVE DIRECTORS AND AUTHORISED REPRESENTATIVE

The Board hereby announces that Mr. Liu has resigned as (i) an executive Director; (ii) a member of the Nomination Committee; and (iii) a member of Remuneration Committee with effect from 10 September 2026. The resignation of Mr. Liu was due to his wish to devote more time to pursue his other business engagements and personal commitments. Following his resignation, Mr. Liu will cease to be the authorised representative of the Company with effect from 10 September 2026.

Mr. Liu has confirmed that as at the date of this announcement, he has no disagreement between him and the Board and there is no matter relating to his resignation that needs to be brought to the attention of The Stock Exchange and the shareholders of the Company (the "**Shareholders**").

The Board would like to take this opportunity to express its appreciation to Mr. Liu for his contribution to the Company during his tenure.

The Board is pleased to announce that Mr. Weng has been appointed as an executive Director with effect from 10 September 2026.

The biographical details of Mr. Weng are as follows:

Mr. Weng Younan (翁友南), aged 28, served at Beike Zhaofang Technology Co., Ltd.* (貝殼找房科技有限公司) from January 2019 to January 2022, where he was responsible for asset-entrusted trading services for high-net-worth clients. From March 2022 to September 2023, he co-founded Diandian Guanzhu (Guangzhou) Industrial Trading Co., Ltd.* (點點關注 (廣州) 實業貿易有限公司), a company that leverages artificial intelligence to provide digital marketing services to enterprises. From September 2023 to October 2025, he served as Operations Director at Shenzhen Hechuang Venture Capital Consulting Co., Ltd.* (深圳禾創創投諮詢有限公司), overseeing the promotion and application of technologies such as digital humans and intelligent agents within the digital marketing sector. Since October 2025, Mr. Weng has served as General Manager of Shenzhen Guoen Information Consulting Co., Ltd.* (深圳國恩資訊諮詢有限公司), a company primarily engaged in the research, development, and application of software for smart marketing; this company is also a wholly-owned subsidiary of the Group.

Mr. Weng possesses capabilities in both strategic planning and operational management. He excels in commercialization framework development and the management of high-traffic trends, and brings extensive experience in applying advanced AI technologies to digital marketing. It is believed that Mr. Weng's appointment will yield significant benefits for the Group's digital transformation.

The Company has entered into a letter of appointment with Mr. Weng for a term of three years commencing from 10 September 2026, which will continue thereafter until terminated by either party giving not less than one month's written notice. Mr. Weng is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company. Mr. Weng is entitled to a director's fee of HK$20,000 per month, which is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience and the prevailing market conditions.

Save as disclosed above and as at the date of this announcement, Mr. Weng (i) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (ii) has not held any directorship in any other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the past three years; (iii) does not have other significant appointments or professional qualifications; (iv) does not hold any other position with the Company or any of its other subsidiaries; (v) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the GEM of the Stock Exchange ("**GEM Listing Rules**")) of the Company; and (vi) confirms that there is no information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor any other matter relating to his appointment that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Following the resignation of Mr. Liu, the Board is pleased to announce that Mr. Weng has been appointed as an authorised representative of the Company under Rule 5.24 of the Listing Rules with effect from 10 September 2026.

CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to further announce that Mr. Bian has resigned as (i) an independent non-executive Director; (ii) a member of Nomination Committee; and (iii) a member of Audit Committee with effect from 10 September 2026, due to his wish to devote more time to pursue his other business engagements and personal commitments.

Mr. Bian has confirmed that there is no disagreement between him and the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board further announces that Ms. Zheng has been appointed as an independent non-executive Director with effect from 10 September 2026.

The biographical details of Ms. Zheng is as follows:

Ms. Zheng Shasha (鄭莎莎), aged 35, graduated with a Bachelor's degree in the Law School of Liaoning University* (遼寧大學) and a Master degree of Laws from East China University* (華東政法大學).

Ms. Zheng served at Liaoning Donglai Law Firm* (遼寧東來律師事務所) from March 2014 to June 2015 and Shanghai Hansheng Law Firm* (上海漢盛律師事務所) from July 2021 to March 2024. Since July 2024, she has been a senior partner at Shanghai Luyuan Law Firm* (上海慮遠律師事務所).

With over a decade of professional experience and holding a Legal Professional Qualification Certificate, Ms. Zheng has long focused on areas such as commercial dispute resolution, corporate compliance and governance, defense and representation in financial crime cases, and capital market legal services. She also serves as a special appointed mediator for the Shanghai Pudong New Area Public Coordination and Mediation Center* (上海市浦東新區公協調解中心) and possesses extensive practical legal experience.

Ms. Zheng has entered into a letter of appointment with the Company for an initial term of one (1) year commencing on 10 September 2026, subject to the terms governing termination of appointment as set out thereunder. Pursuant to the articles of association of the Company (the "**Articles**") and the GEM Listing Rules, Ms. Zheng will be subject to retirement and re-election at the upcoming annual general meeting of the Company following her appointment, and thereafter will be subject to retirement by rotation and re-election at least once every three years.

Ms. Zheng will be entitled to a director's fee of HK$10,000 per month, which was determined by the Board with reference to the recommendation of the Remuneration Committee based on her qualifications, experience and prevailing market conditions.

As at the date of this announcement, save as disclosed herein, Ms. Zheng (i) has not held any directorship in any other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other position with the Company or other members of the Group; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company; and (v) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Zheng has confirmed that she has met the independence criteria set out in Rule 5.09 of the GEM Listing Rules. As at the date of this announcement, Ms. Zheng confirmed (i) her independence regarding each of the factors referred to in Rules 5.09(1) to (8) of the GEM Listing Rules; (ii) that she has no past or present financial or other interest in the business of the Company or any of its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment as an independent non-executive Director.

Save as disclosed above, there is no further information that is required to be disclosed in accordance with Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor any other matters that need to be brought to the attention of the shareholders of the Company as at the date of this announcement.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Bian for his valuable contributions to the Group during his tenure of service and to extend a warm welcome to Ms. Zheng on her appointment to the Board.

CHANGES OF COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Liu and Mr. Bian, the Board is pleased to announce that:

(1) Ms. Zheng has been appointed as a member of each of the Nomination Committee, Remuneration Committee and Audit Committee with effect from 10 September 2026.

(2) Mr. Wen Zefeng has been appointed as a member of the Nomination Committee with effect from 10 September 2026.

By Order of the Board
Guoen Holdings Limited
Yin Di
Chief Executive Officer, Chairman of the Board, and Executive Director

Hong Kong, 10 September 2026

As at the date of this announcement, the executive Directors are Mr. Yin Di, Ms. Wan Wai Ting, Mr. Weng Younan and Mr. Wang Lei; the non-executive Director is Mr. Ng Chi Fung; and the independent non-executive Directors are Ms. Fu Hongzhi, Ms. Zheng Shasha 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.

* *For identification purpose only*