Guoen Holdings Limited
國恩控股有限公司

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

RESULTS OF THE VALID ACCEPTANCES OF THE RIGHTS SHARES AND NUMBER OF UNSUBSCRIBED RIGHTS SHARES AND ES UNSOLD RIGHTS SHARES SUBJECT TO THE COMPENSATORY ARRANGEMENTS PURSUANT TO THE RIGHTS ISSUE ON THE BASIS OF FOUR (4) RIGHTS SHARES FOR EVERY ONE (1) SHARE HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

Reference is made to the prospectus of Guoen Holdings Limited (the "**Company**") dated 26 August 2026 (the "**Prospectus**") in relation to the Rights Issue. Unless the context otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Prospectus.

RESULTS OF THE VALID ACCEPTANCES OF THE RIGHTS SHARES

The Board announces that (i) as at the Record Date, there was no Excluded Shareholder and therefore there was no ES Unsold Rights Share; (ii) as at the Record Date, there were 120,032,000 Rights Shares offered under the Rights Issue ("**Offered Shares**"); and (iii) as at 4:00 p.m. on Wednesday, 9 September 2026, being the latest time for acceptance of and payment for the Rights Shares, a total of 8 valid acceptances for a total of 42,531,482 Rights Shares had been received, representing approximately 35.43% of the total number of the Offered Shares. Accordingly, the Rights Issue was undersubscribed by 77,500,518 Rights Shares, representing approximately 64.57% of the total number of the Offered Shares, which will be subject to the Compensatory Arrangements.

THE COMPENSATORY ARRANGEMENTS

As disclosed in the Prospectus, the Company has made arrangements described in Rule 10.31(1)(b) of the GEM Listing Rule to dispose of 77,500,518 Unsubscribed Rights Shares by offering the Unsubscribed Rights Shares to independent Placees for the benefit of Shareholders to whom they were offered by way of the Rights Issue. On 10 July 2026, the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of Unsubscribed Rights Shares to independent Placees on a best effort basis.

Pursuant to the Placing Agreement, the Company appointed the Placing Agent to place the Unsubscribed Rights Shares during the Placing Period to independent Placees on a best effort basis, any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders on a pro rata basis. The Placing Agent will on a best effort basis, procure, by not later than 6:00 p.m. on Friday, 18 September 2026, Placees to subscribe for all (or as many as possible) of those Unsubscribed Rights Shares. Any Unsubscribed Rights Shares remain not placed after completion of the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) to the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for on a pro rata basis.

If and to the extent in respect of any Net Gain, any No Action Shareholders become entitled on the basis described above to an amount of HK$100 or more, such amount will be paid to the relevant No Action Shareholder(s) in Hong Kong Dollars only and the Company will retain individual amounts of less than HK$100 for its own benefits.

An announcement of the results of the Rights Issue (including the results of the Placing and the Net Gain) is expected to be published on the websites of the Stock Exchange and the Company on Friday, 25 September 2026.

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

Hong Kong, 11 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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM 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 in this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at www.guruonline.com.hk.