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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Guoen Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**GEM Listing Rule**”).

The board (“**Board**”) of directors (“**Directors**”) of the Company proposes to make certain amendments (the “**Proposed Amendments**”) to the existing articles of association (the “**Articles**”) and to adopt a new Articles for the purposes of, among other things, adopting the paperless regime brought by the amendments to the GEM Listing Rules effective from 31 December 2023 and incorporating certain housekeeping changes.

The Proposed Amendments to the existing Articles and the adoption of the new Articles shall be subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”).

A circular containing, among other things, particulars relating to Proposed Amendments together with a notice convening the 2024 AGM will be issued to the Shareholders according to the applicable law, the Articles and the GEM Listing Rules.

By Order of the Board
Guoen Holdings Limited
Yin Di

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 28 June 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 Rules Governing the Listing of Securities on GEM of the Stock Exchange 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) 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.