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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)

**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO
(i) THE PROPOSED AMENDMENTS TO THE EXISTING AMENDED
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(ii) ADOPTION OF THE SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the circular of Guoen Holdings Limited (the “**Company**” together with its subsidiaries, the “**Group**”) dated 28 June 2024 (the “**Circular**”) in relation to, among other things, the Proposed Amendments to the existing M&A and adoption of the New M&A. Unless otherwise stated, capitalised terms used herein shall have the same meaning as those defined in the Circular.

The Company would like to supplement that the Proposed Amendments to Article 180(b) and Article 182 are revised as follows:

Article No.	Original Article	Revised Proposed Amendments to the Articles
180(b)	<p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Law and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised by the Shareholder concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published.</p>	<p>Deleting Article 180(b) in its entirety and replacing it with the following clause:</p> <p>Any notice or document to be given to or by any person pursuant to these Articles may be given or issued in the following manner:</p> <ul style="list-style-type: none">(i) by serving it personally on the relevant person;(ii) by sending it through the post in a prepaid envelope addressed to such Shareholder at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;(iii) by delivering it or leaving it at such address as foresaid;(iv) by placing an advertisement in the Newspapers or other publication and where applicable, in accordance with the requirements of the HK Stock Exchange;(v) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 181(c);(vi) by publishing it on the website of the Company or the website of the HK Stock Exchange;(vii) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Companies Act and other applicable laws, rules and regulations; and(viii) in case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Article No.	Original Article	Revised Proposed Amendments to the Articles
182	<p>Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.</p>	<p>Deleting Article 182 in its entirety and replacing it with the following clause:</p> <p>Any notice or other document, if sent by mail, postage prepaid, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same, properly prepaid and addressed, is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic communication (including through any relevant system), shall be deemed to have been given on the day on which it transmitted from the server of the Company or its agent. A Notice, documents or publication placed on either the Company’s website or the website of the HK Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules. Any notice or document served or delivered by the Company in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant dispatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, dispatch or transmission shall be conclusive evidence thereof. Any notice or other document published by way of advertisement or on a website shall be deemed to have been served or delivered on the day it was so published.</p>

Save as disclosed above, the Board confirms all Proposed Amendments as set out in the Appendix III to the Circular remain unchanged. All other information contained in the Circular, the notice of the AGM of the Company dated 28 June 2024 and the accompanying proxy form also remains unchanged.

This announcement is supplemental to and should be read in conjunction with the Circular. The Proposed Amendments, which incorporate the revision contained in this announcement, shall continue to be proposed at the AGM for Shareholders to consider, and if thought fit, approve by the Resolutions numbered 11 and 12 by way of special resolutions.

By Order of the Board
Guoen Holdings Limited
Yin Di

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 4 July 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.