

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)

**(1) EFFECTIVE DATE OF THE CAPITAL REDUCTION AND
THE SUB-DIVISION; AND
(2) FREE EXCHANGE OF SHARE CERTIFICATES**

Reference is made to the announcements of Guoen Holdings Limited (the “**Company**”) dated 21 February 2024, 14 March 2024, 2 April 2024, 24 April 2024 and 14 June 2024 and the circular (the “**Circular**”) of the Company dated 2 April 2024 in relation to, among other things, the Capital Reorganisation and the Rights Issue. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

EFFECTIVE DATE OF THE CAPITAL REDUCTION AND THE SUB-DIVISION

The Board is pleased to announce that a copy of the order of the Court confirming the Capital Reduction and the Sub-division and the minute approved by the Court containing the particulars required under the Companies Act with respect to the Capital Reduction were filed and duly registered with the Registrar of Companies in the Cayman Islands on 8 July 2024 (Cayman Islands time). The Company further announces that all the other conditions for the implementation of the Capital Reduction and the Sub-division as set out in the Circular have been fulfilled. The Capital Reduction and the Sub-division have become effective before 9:00 a.m. on Tuesday, 9 July 2024 (Hong Kong time) and the dealing in the New Ordinary Shares has commenced at 9:00 a.m. on Tuesday, 9 July 2024 (Hong Kong time).

FREE EXCHANGE OF SHARE CERTIFICATES

Shareholders may, between 9:00 a.m. and 4:00 p.m. on any Business Day during the period from Tuesday, 9 July 2024 to Monday, 19 August 2024 (both days inclusive), submit existing share certificates for the Consolidated Shares (in green colour) to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for new share certificates for the New Ordinary Shares (in purple colour) at the expense of the Company. All existing certificates of the Consolidated Shares will continue to be evidence of good title to the New Ordinary Shares, and be valid for delivery, trading and settlement purpose for the period up to 4:10 p.m. on Monday, 19 August 2024, and thereafter will not be accepted for delivery, trading and settlement purposes.

By Order of the Board
Guoen Holdings Limited
Yin Di

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

Hong Kong, 9 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 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.