

*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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 8 AUGUST 2024**

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 28 June 2024 (the “**AGM Notice**”) of Guoen Holdings Limited (the “**Company**”), the circular of the Company dated 28 June 2024 (the “**Circular**”) and the supplemental announcement to the Circular dated 4 July 2024. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that all the proposed resolutions (the “**Resolutions**”) as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM held at 3:30 p.m. on Thursday, 8 August 2024 at Unit 1201 & 16, 12/F, Two Harbour Square, No. 180 Wai Yip Street, Kwun Tong, Hong Kong.

Directors of the Company, namely Mr. Yin Di, Mr. Yip Shek Lun, Mr. Ng Chi Fung, Mr. Liu Liping, Ms. Fu Hongzhi, Mr. Bian Wencheng and Mr. Hong Ming Sang had attended the AGM either in person or via electronic means, while Ms. Wan Wai Ting was absent due to her other engagements.

The scrutineer for vote-taking of the AGM was Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company.

As at the date of the AGM, the total number of issued Shares was 8,336,000 Shares, which represented the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM. There were no treasury Shares held by the Company as at the date of AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM as set out in rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on any of the Resolutions at the AGM. None of the Shareholders has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM. The Shareholders and authorised proxies holding an aggregate of 875,700 Shares carrying voting rights had voted at the AGM.

The poll results in respect of the Resolutions at the AGM are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE PERCENTAGE)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of directors of the Company and the independent auditor of the Company for the year ended 31 March 2024.	875,700 (100%)	0 (0%)
2.	To re-elect Ms. Wan Wai Ting as an executive director of the Company.	875,700 (100%)	0 (0%)
3.	To re-elect Mr. Ng Chi Fung as an executive director of the Company.	875,700 (100%)	0 (0%)
4.	To re-elect Mr. Liu Liping as an executive director of the Company.	875,700 (100%)	0 (0%)
5.	To re-elect Ms. Fu Hongzhi as an independent non-executive director of the Company.	875,700 (100%)	0 (0%)
6.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	875,700 (100%)	0 (0%)
7.	To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and authorise the board of directors of the Company to fix the auditor's remuneration.	875,700 (100%)	0 (0%)
8.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to allot, issue and deal with unissued shares of the Company (including any sale or transfer of treasury shares out of treasury) for an aggregate number not exceeding 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution.	875,700 (100%)	0 (0%)
9.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to purchase or repurchase the Company's shares and securities for an aggregate number not exceeding 10% of the number of the issued shares of the Company (excluding treasury Shares, if any) as at the date of the passing of this resolution.	875,700 (100%)	0 (0%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE PERCENTAGE)	
		FOR	AGAINST
10.	To extend the general unconditional mandate granted to the directors of the Company under resolution no. 8 above by an amount representing the aggregate number of shares and securities of the Company purchased or repurchased by the Company under resolution no. 9 above provided that such amount shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.	875,700 (100%)	0 (0%)
<b>SPECIAL RESOLUTIONS</b>			
11.	(a) To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company; and  (b) To approve and adopt the second amended and restated memorandum and articles of association of the Company.	875,700 (100%)	0 (0%)
12.	To authorise any director or officer of the Company to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the adoption of the second amended and restated memorandum and articles of association.	875,700 (100%)	0 (0%)

The number of votes and percentage of voting Shares are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy.

As more than 50% of the votes were cast in favor of each of the above ordinary resolutions numbered 1 to 10 and more than 75% of the votes were cast in favour of the special resolutions numbered 11 and 12, each of the resolutions numbered 1 to 10 was duly passed as an ordinary resolution and each of the resolutions numbered 11 and 12 was duly passed as a special resolution by way of poll at the AGM.

By order of the Board  
**Guoen Holdings Limited**  
**Yin Di**

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

Hong Kong, 8 August 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, (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](http://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](http://www.guruonline.com.hk).*