

To be valid, the whole of this Provisional Allotment Letter must be returned.

本暫定配額通知書必須整份交還，方為有效。

**IMPORTANT
重要提示**

Reference is made to the prospectus issued by Guoen Holdings Limited (the “Company”) dated 29 August 2024 in relation to the Rights Issue (the “Prospectus”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise. 茲提述國恩控股有限公司(「本公司」)就供股所刊發日期為2024年8月29日之供股章程(「供股章程」)。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON THURSDAY, 12 SEPTEMBER 2024 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” BELOW).

本暫定配額通知書(「暫定配額通知書」)乃具有價值及可轉讓，務請即時處理。本暫定配額通知書所載之要約將於2024年9月12日(星期四)下午四時正(或根據下文「惡劣天氣及/或極端情況對接納供股股份並繳付股款的截止時間的影響」一段所述之較後日期及/或時間)截止。IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問，應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus and other documents specified in the paragraph headed “15. DOCUMENTS REGISTERED BY THE REGISTRAR OF COMPANIES IN HONG KONG” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of the Prospectus Documents.

本暫定配額通知書之副本連同供股章程及供股章程附錄三「15.送呈香港公司註冊處處長之文件」一段所述其他文件的副本，已按公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長進行登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對章程文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representations 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 PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Shares and the Rights Shares in both their nil-paid form and fully-paid form may be settled through CCASS and you should consult your licensed stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional advisers for details of these settlement arrangements and how such arrangements may affect your rights and interests.

股份以及未繳股款及繳足股款之供股股份之買賣可透過中央結算系統成交，務請諮詢閣下之持牌股票經紀、持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解有關成交安排之詳情及該等安排對閣下權利及權益之影響。

The Rights Issue is subject to the fulfilment and/or waiver (where applicable) of the conditions precedent set out under the paragraph headed “LETTER FROM THE BOARD – RIGHTS ISSUE – CONDITIONS OF THE RIGHTS ISSUE” in the Prospectus. If any of the conditions precedent of the Rights Issue is not fulfilled or waived (where applicable), at or before 4:00 p.m. on Friday, 13 September 2024 (or such later date as may be considered by the Company), the Rights Issue will not proceed.

供股須待供股章程「董事會函件—供股—供股之條件」一段所載先決條件獲達成及/或豁免(如適用)後，方可作實。倘供股的任何先決條件於2024年9月13日(星期五)(或本公司可能考慮的較後日期)下午四時正或之前未獲達成或豁免(如適用)，則供股將不會進行。

The Rights Issue will proceed on a fully-underwritten basis. The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents should acquaint themselves with and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

供股將按悉數包銷基準進行。章程文件並無且亦不會根據香港以外任何司法權區的適用證券法例進行登記或備案。向香港以外司法權區派發章程文件可能受法例限制。管有章程文件的人士應自行了解並遵守任何有關限制。未能遵守有關限制可能構成違反相關司法權區的證券法例。

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待供股股份(未繳股款及繳足股款形式)獲准於聯交所上市及買賣以及遵守香港結算之股份接納規定後，供股股份(未繳股款及繳足股款形式)將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份於聯交所各自之開始買賣日期或香港結算所釐定之其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日所進行之交易，須於其後第二個交易日於中央結算系統內交收。於中央結算系統內進行之所有活動均須遵照不時生效之中央結算系統一般規則及中央結算系統運作程序規則。

Shareholders should note that the Shares have been dealt in on an ex-rights basis from Tuesday, 20 August 2024. Dealings in the Rights Shares in the nil-paid form will take place from Monday, 2 September 2024 to Monday, 9 September 2024 (both dates inclusive).

股東務請注意，股份自2024年8月20日(星期二)起按除權基準買賣。未繳股款供股股份之買賣將於2024年9月2日(星期一)至2024年9月9日(星期一)(包括首尾兩日)進行。

Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date which all the conditions to which the Rights Issue is subject are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the Shares and any dealings in the Rights Shares in their nil-paid form from Monday, 2 September 2024 to Monday, 9 September 2024 (both dates inclusive) will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or nil-paid Rights Shares are recommended to consult their own professional adviser(s).

於直至供股的所有條件獲達成當日買賣股份及/或未繳股款供股股份的任何股東或其他人士，將因而承擔供股可能不會成為無條件及/或可能不會進行的風險。股東及公眾人士於買賣股份時務請審慎行事，且於2024年9月2日(星期一)至2024年9月9日(星期一)期間(包括首尾兩日)買賣任何未繳股款供股股份，將因而承擔供股可能不會成為無條件及可能不會進行的風險。任何擬買賣股份或未繳股款供股股份之股東或其他人士務請諮詢本身之專業顧問。

All times and dates stated in this PAL refer to Hong Kong local times and dates.

本暫定配額通知書所述所有時間及日期均指香港本地時間及日期。

In case of any inconsistency between the English and Chinese versions of this PAL, the English version will prevail.

倘本暫定配額通知書之中英文版本有任何歧義，概以英文版本為準。

This PAL and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

本暫定配額通知書及據此作出的所有申請均須受香港法例規管及按其詮釋。



Form A
表格甲

Guoen Holdings Limited

國恩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 8121)

(股份代號：8121)

**RIGHTS ISSUE ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) SHARE HELD ON
THE RECORD DATE ON A FULLY UNDERWRITTEN BASIS AT THE SUBSCRIPTION PRICE OF
HK\$1.04 PER RIGHTS SHARE PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M.
ON THURSDAY, 12 SEPTEMBER 2024**

按於記錄日期每持有一(1)股股份獲發二(2)股供股股份之基準以認購價每股供股股份1.04港元以悉數包銷方式進行供股
股款須於接納時(即不遲於2024年9月12日(星期四)下午四時正)繳足

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Hong Kong Branch Share

Registrar and Transfer Office:

Tricor Investor Services Limited

17/F., Far East Finance Centre

16 Harcourt Road

Hong Kong

香港股份過戶登記分處：

卓佳證券登記有限公司

香港

夏慤道16號

遠東金融中心17樓

Registered Office:

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal Place of Business

in Hong Kong:

Unit 1201 & 16, 12/F

Two Harbour Square

No. 180 Wai Yip Street

Kwun Tong

Hong Kong

註冊辦事處：

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

香港主要經營地點：

香港

觀塘

偉業街180號

Two Harbour Square

12樓1201及16室

29 August 2024

2024年8月29日

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

Total number of Shares registered in your name(s) on Wednesday, 28 August 2024
於2024年8月28日(星期三)以閣下名義登記之股份總數



BOX A
甲欄

Number of Rights Shares provisionally allotted to you
subject to payment in full on acceptance by no later than
4:00 p.m. on Thursday, 12 September 2024

暫定配發予閣下之供股股份數目，惟須不遲於2024年
9月12日(星期四)下午四時正接納時全數繳足股款方可
作實

BOX B
乙欄

Total subscription monies payable on acceptance in full
接納時應全數繳足之認購股款總額

BOX C
丙欄

HK\$
港元



Provisional Allotment Letter No.
暫定配額通知書編號

Name of bank on which cheque/banker's cashier order is drawn:
支票/銀行本票之付款銀行名稱: _____

Cheque/banker's cashier order number:
支票/銀行本票號碼: _____

Please insert your contact telephone number here:
請在此填上閣下之聯絡電話號碼: _____

* Subscription monies should be rounded up to 2 decimal points
認購股款應向上約整至小數點後兩位

**A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

每份申請須隨附一張獨立開出之支票或銀行本票
本公司將不會發出股款收據

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

於轉讓認購供股股份之權利時，每宗買賣均須繳付香港從價印花稅。實益權益之饋贈或轉讓（而非出售）亦須繳付香港從價印花稅。於登記轉讓本文件所述任何認購供股股份之權利前，須出示已繳付香港從價印花稅之證明。

FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

Form B
表格乙

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)
(僅供擬悉數轉讓其/彼等於本暫定配額通知書所列供股股份認購權之合資格股東填寫及簽署)

To: The Directors,
Guen Holdings Limited
致：國恩控股有限公司
列位董事

Dear Sirs and Madams,
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：
本人/吾等謹將本暫定配額通知書所述本人/吾等之供股股份認購權悉數轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of the Qualifying Shareholders (all joint Shareholders must sign)
合資格股東簽署(所有聯名股東均需簽署)

Date: _____ 2024

日期：2024年 _____

Hong Kong ad valorem stamp duty is payable in connection with the transfer of rights to subscribe for the Rights Shares.
轉讓認購供股股份之權利須繳付香港從價印花稅。

Form C 表格丙

REGISTRATION APPLICATION FORM 登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(僅供承讓供股股份認購權之人士填寫及簽署)

To: The Directors,
Guen Holdings Limited
致：國恩控股有限公司
列位董事

Dear Sirs and Madams,
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company. I/We have read the conditions and procedures for application set out in the enclosed sheet and agree to be bound thereby.

敬啟者：
本人/吾等謹請閣下將表格甲之乙欄所列的供股股份數目登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及供股章程所載條款，以及在本公司的組織章程大綱及細則規限下，接納此等供股股份。本人/吾等已閱覽附表所載申請條件及程序，並同意受其約束。

Existing Shareholder(s)
Please mark "X" in this box
現有股東
請在本欄內填上「X」號

To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.
請用英文正楷填寫。聯名申請人僅需填寫排名首位申請人之地址。
For Chinese applicant(s), please provide your name in both English and Chinese.
華籍申請人請填寫中英文姓名。

Name in English 英文姓名	Family name/Company name 姓氏/公司名稱	Other name(s) 名字	Name in Chinese 中文姓名
Names of joint applicant(s) in English(if applicable) 聯名申請人英文姓名(如適用)			
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人僅需填寫排名首位申請人之地址)			
Occupation 職業	Telephone no. 電話號碼		
Dividend instructions 股息指示			
Name and address of bank 銀行名稱及地址	Bank account number 銀行賬戶號碼		

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicants must sign)
申請人簽署(所有聯名申請人均須簽署)

Date: _____ 2024

日期：2024年 _____

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of rights to subscribe for the Rights Shares.
接納認購供股股份之權利須繳付香港從價印花稅。

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, AT 17/F., FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR BANKER'S CASHIER ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON THURSDAY, 12 SEPTEMBER 2024 (OR, UNDER BAD WEATHER CONDITIONS AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES" BELOW). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BANKER'S CASHIER ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 51" AND CROSSED "ACCOUNT PAYEE ONLY".

INSTRUCTIONS ON TRANSFER AND SPLITTING ARE ALSO SET OUT IN THE ENCLOSED SHEET.

NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

閣下如欲全數接納本暫定配額通知書所述供股股份的暫定配額，須不遲於2024年9月12日(星期四)下午四時正(或於惡劣天氣情況及／或極端情況下根據下文「**惡劣天氣及／或極端情況對接納供股股份並繳付股款的截止時間的影響**」一段所述之較後時間或日期)將本暫定配額通知書整份連同表格甲之丙欄所示的港元全數股款的支票或銀行本票送達過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。所有股款須以港元繳付，並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付，以「**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 51**」為收款人，並以「**只准入抬頭人賬戶**」劃線方式開出。

有關轉讓及分拆的指示載於附頁。

本公司將不會就有關股款發出收據。

接納本暫定配額通知書所載暫定配額的每位人士均確認其已閱讀附頁及供股章程所載條款及條件以及接納手續，並同意受其約束。

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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)

29 August 2024

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of Guoen Holdings Limited dated 29 August 2024 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with the terms set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of Two (2) Rights Shares for every one (1) Share held on the Record Date and registered in your name(s) as at the Record Date (i.e. Wednesday, 28 August 2024) at a subscription price of HK\$1.04 per Rights Share. Your holding of Shares as at the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

In the event the Rights Issue is not fully subscribed, any Unsubscribed Rights Shares will be fully underwritten by the Underwriter and/or subscribers procured by it subject to the terms and conditions set out in the Underwriting Agreement.

The Prospectus Documents have not been and will not be registered under the applicable securities legislation of any jurisdictions other than Hong Kong. Save as described under the paragraph headed “Rights of Overseas Shareholders” in the section headed “Letter from the Board” in the Prospectus, no action has been taken by the Company to permit the offering of the Rights Shares or the distribution of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong.

No persons receiving a copy of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction, such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person (including but not limited to Shareholders, any agent, custodian, nominee or trustee) outside Hong Kong wishing to make on his/her/its/their behalf an application for the Rights Shares under the Rights Issue to satisfy himself/herself/itself/themselves as to the observance of the laws and regulations of all relevant jurisdiction including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. No application for Rights Shares will be accepted from the Non-Qualifying Shareholders (if any). The Company reserves the right to refuse to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

RIGHTS SHARES

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Rights Shares (when allotted, fully-paid or credited as fully-paid and issued) will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully paid Rights Shares. Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

The Rights Issue is conditional upon the fulfillment of the conditions set out under the paragraph headed “LETTER FROM THE BOARD – Conditions of the Rights Issue” in the Prospectus. If the conditions are not satisfied, the Rights Issue will not proceed.

PROCEDURES FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment in full, you must lodge the whole of the PAL in accordance with the instructions printed thereon with the Registrar at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a remittance for the full amount payable on acceptance, so as to be received by no later than 4:00 p.m. (Hong Kong time) on Thursday, 12 September 2024 (or, under bad weather conditions and/or extreme conditions, such later date as mentioned in the paragraph headed “EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker’s cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to “**TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 51**” and crossed “**Account Payee Only**”. No receipt will be issued in respect of any application monies received.

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. (Hong Kong time) on Thursday, 12 September 2024, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole and absolute discretion but without obligation, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the “Form of Transfer and Nomination” (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the “Registration Application Form” (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong so as to be received by no later than 4:00 p.m. on Thursday, 12 September 2024 (or, under bad weather conditions and/or extreme conditions, such later time or date as mentioned in the paragraph headed “EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” below).

SPLITTING

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer part or all of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Wednesday, 4 September 2024 to the Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at the Registrar’s address set out above after 9:00 a.m. on the second Business Day after your surrender of the original PAL. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares will not take place at the time indicated above if a tropical cyclone warning signal number No. 8 or above, or a “black” rainstorm warning or “extreme conditions” caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region, is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance of and payment for the Rights Shares does not take place on the currently scheduled date, the dates mentioned in the section headed “EXPECTED TIMETABLE” in the Prospectus may be affected. An announcement will be made by the Company in such event as soon as practicable.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is subject to the fulfilment of conditions including, among other things, the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this Prospectus. It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right to terminate the obligations of the Underwriter thereunder on the occurrence of certain events including force majeure. These certain events are set out in the section headed “Termination of the Underwriting Agreement” of this Prospectus. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed.

Any dealings in the Shares from the Latest Practicable Date up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

The Shares have been dealt in on an ex-rights basis from Tuesday, 20 August 2024. Dealings in the Rights Shares in nil-paid form are expected to take place from Monday, 2 September 2024 to Monday, 9 September 2024 (both days inclusive).

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques or banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Any PAL in respect of which the cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for the Rights Shares, and underpaid application will be rejected.

Completion and return of the PAL with a cheque or a banker's cashier order, whether by a Qualifying Shareholder or by any nominated transferee(s), will constitute a warranty by the applicant that the cheque or banker's cashier order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or banker's cashier order is dishonoured on first presentation, and in that event, the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

CERTIFICATES OF THE RIGHTS SHARES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be sent on or before Monday, 23 September 2024 to those entitled thereto by ordinary post, at their own risk, to their registered addresses. If the Rights Issue does not become unconditional or proceed, refund cheques, without interest, in respect of the relevant portion of application monies received are expected to be posted by ordinary post at the respective Shareholders' own risk to their registered addresses on or before Monday, 23 September 2024.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional on each of the following conditions being fulfilled:

- (i) the passing by the Shareholders or Independent Shareholders (as the case may be) at the EGM of the necessary resolution(s) to approve the Capital Reorganisation, the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares) by no later than the Prospectus Posting Date;
- (ii) the Capital Reorganisation having become effective by no later than the Prospectus Posting Date;
- (iii) the GEM Listing Committee granting and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms and such listing and permission to deal not having been withdrawn or revoked;
- (iv) the provision to the Stock Exchange for authorisation and the filing and registration with the Companies Registry in Hong Kong respectively one duly certified copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the Prospectus Posting Date;
- (v) following registration, the Prospectus Documents be made available and/or sent (as the case may be) to the Qualifying Shareholders (and, where applicable, to the Non-Qualifying Shareholder(s), if any, for information purpose only) and the publication of the Prospectus Documents on the website of the Stock Exchange on or before the Prospectus Posting Date;
- (vi) the Company having complied with the requirements under all applicable laws and regulations; and
- (vii) the Underwriting Agreement not being terminated pursuant to the terms thereof and remaining in full force and effect.

The Company shall use all reasonable endeavours to procure the fulfilment of all the above conditions by the respective dates specified above.

As the Rights Issue is subject to the above conditions, it may or may not proceed.

GENERAL

Lodgment of this PAL with, where relevant, the "FORM OF TRANSFER AND NOMINATION" (Form B) purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs and/or share certificates.

All documents, including cheques for the amounts due, will be sent by ordinary post to their registered address at the risk of the person(s) entitled thereto.

The terms and conditions relating to application for the Rights Shares as contained in the Prospectus shall apply. This PAL and any application for the Rights Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Copies of the Prospectus giving details of the Rights Issue will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.guruonline.com.hk).

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**Ordinance**”) provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its principal place of business in Hong Kong at Unit 1201 & 16, 12/F, Two Harbour Square, No. 180 Wai Yip Street, Kwun Tong, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar at its address set out above for the attention of Privacy Compliance Officer.

Yours faithfully,
For and on behalf of
Guoen Holdings Limited
Yin Di
Executive Director

Guoen Holdings Limited

國恩控股有限公司

(於開曼群島註冊成立的有限公司)

(股份代號：8121)

敬啟者：

緒言

茲提述國恩控股有限公司就供股所刊發日期為2024年8月29日之供股章程(「供股章程」)。除文義另有所指外，本暫定配額通知書所用詞彙與供股章程所界定者具有相同涵義。根據供股章程所載條款，董事已按於記錄日期(即於2024年8月28日(星期三))以閣下名義登記及持有於記錄日期每持有一(1)股股份獲發兩(2)股供股股份之基準，按每股供股股份1.04港元之認購價向閣下暫定配發供股股份。閣下於記錄日期持有之股份列於表格甲之甲欄，而閣下獲暫定配發之供股股份數目列於表格甲之乙欄。

倘供股未獲全數認購，任何未獲認購供股股份將由包銷商及／或包銷商根據包銷協議所載條款及條件促使認購人悉數包銷。

章程文件並無且亦不會根據香港以外任何司法權區的適用證券法例登記。除供股章程「董事會函件」一節「海外股東權利」一段所述者外，本公司並無採取任何行動以獲准於香港以外任何地區或司法權區提呈發售供股股份或派發供股章程或暫定配額通知書。

任何人士如在香港以外任何地區或司法權區收到供股章程或暫定配額通知書，均不應視之為申請供股股份之要約或邀請，除非在相關司法權區，有關要約或邀請可在毋須遵守任何登記規定或其他法律或監管規定之情況下合法作出。香港境外任何人士(包括但不限於股東、任何代理、託管商、代名人或受託人)如欲根據供股代表其申請供股股份，則有責任自行確保遵守所有相關司法權區之法例及法規，包括取得任何政府或其他方面的同意，以及支付相關地區或司法權區就此須支付的任何稅項、關稅及其他款項。概不會接納不合資格股東(如有)的供股股份申請。倘本公司認為，接納供股股份的申請將違反香港以外任何司法權區的適用證券法或其他法例或法規，本公司保留權利拒絕接納任何此類申請。

供股股份

待供股股份(未繳股款及繳足股款形式)獲准於聯交所上市及買賣以及遵守香港結算之股份接納規定後，供股股份(未繳股款及繳足股款形式)將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份於聯交所各自之開始買賣日期或香港結算所釐定之其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日所進行之交易，須於其後第二個交易日於中央結算系統內交收。於中央結算系統內進行之所有活動均須遵照不時生效之中央結算系統一般規則及中央結算系統運作程序規則。

供股股份(當配發、繳足股款或入賬為繳足及已發行時)將在各方面與彼此以及於配發及發行供股股份當日的已發行股份享有同等地位。繳足股款供股股份的持有人將有權收取在繳足股款供股股份配發及發行日期或之後可能宣派、作出或支付的所有未來股息及分派。買賣未繳股款及繳足股款供股股份須繳付聯交所交易費、交易徵費、投資者賠償徵費或香港的任何其他適用費用及收費。

供股須待供股章程「董事會函件－供股之條件」一段所載之條件獲達成後方可作實。倘該等條件未獲達成，供股將不會進行。

接納及付款手續

閣下如欲全數接納暫定配額，須不遲於2024年9月12日(星期四)下午四時正(香港時間)(或於惡劣天氣情況及／或極端情況下根據下文「惡劣天氣或極端情況對接納供股股份並繳付股款的截止時間的影響」一段所述之較後日期)，按暫定配額通知書所印列之指示將整份暫定配額通知書連同須於接納時全數繳足之股款，送達過戶登記處(地址為香港夏慤道16號遠東金融中心17樓)。所有股款須以港元支付，並以香港持牌銀行賬戶開出的支票或香港持牌銀行發出的銀行本票支付，以「TRICOR TRUST (HONG KONG) LIMITED – A/C NO. 51」為收款人，並以「只准入抬頭人賬戶」劃線方式開出。概不會就所接獲之任何申請款項發出收據。

務請注意，除非原承配人或任何有效承讓暫定配額之人士不遲於2024年9月12日(星期四)下午四時正(香港時間)將已填妥之暫定配額通知書連同適當股款交回過戶登記處，否則暫定配額通知書下之有關暫定配額及一切權利及配額將被視為已遭拒絕及將予註銷。即使暫定配額通知書並未依照相關指示填妥，本公司仍可全權酌情但並無責任將暫定配額通知書視為有效，並對遞交暫定配額通知書的人士或其所代表的人士具有約束力。本公司可要求有關申請人於稍後階段填妥未填妥之暫定配額通知書。

轉讓

閣下如欲轉讓 閣下根據本暫定配額通知書獲暫定配發之供股股份之全部認購權，必須填妥及簽署「轉讓及提名表格」(表格乙)，並將本暫定配額通知書送交承讓權利之人士或經手轉讓權利之人士。其後，承讓人須填妥及簽署「登記申請表格」(表格丙)，並須不遲於2024年9月12日(星期四)下午四時正(或於惡劣天氣情況及/或極端情況下根據下文「惡劣天氣或極端情況對接納供股股份並繳付股款的截止時間的影響」一段所述之較後日期或時間)將本暫定配額通知書整份連同表格甲內之丙欄所示接納時應繳付之全部股款送達過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。

分拆

閣下如僅欲接納部分暫定配額，或轉讓 閣下根據本暫定配額通知書獲暫定配發之供股股份之部分認購權，或向超過一名人士轉讓 閣下之部分或全部權利，則須不遲於2024年9月4日(星期三)下午四時三十分將原暫定配額通知書交回及送達過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)予以註銷，過戶登記處將會註銷原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於 閣下交回原暫定配額通知書後第二個營業日上午九時正後於上文所載過戶登記處之地址領取。務請注意， 閣下轉讓認購相關供股股份的權利予承讓人以及承讓人接納有關權利須繳納香港從價印花稅。

惡劣天氣及/或極端情況對接納供股股份並繳付股款的截止時間的影響

倘8號(或以上)熱帶氣旋警告信號、香港特別行政區政府宣佈的超強颱風導致的「黑色」暴雨警告信號或「極端情況」，則上述接納供股股份並繳付股款的截止時間將不會生效：

- (i) 於接納截止時間當日香港本地時間中午十二時正之前生效但於中午十二時正之後取消，則接納供股股份並繳付股款的截止時間將延後至同一營業日下午五時正；或
- (ii) 於接納截止時間當日香港本地時間中午十二時正至下午四時正期間任何時間生效，則接納供股股份並繳付股款的截止時間將改為下一個上午九時正至下午四時正期間的任何時間香港並無懸掛上述警告信號的營業日下午四時正。

倘接納供股股份並繳付股款的截止時間並非於目前計劃日期發生，則載於供股章程「預期時間表」一節所述的日期可能會受到影響。在該情況下，本公司將在實際可行情況下盡快另作公佈。

買賣股份及未繳股款供股股份之風險警告

股東及本公司潛在投資者務請注意，供股須待(其中包括)聯交所GEM上市委員會批准未繳股款及繳足供股股份上市及買賣等條件獲達成後，方告作實。請參閱本供股章程「供股之條件」一節。務請注意包銷協議載有條文規定，包銷商有權在發生不可抗力等若干事件時終止包銷商在該協議下的責任。該等若干事件載於本供股章程「終止包銷協議」一節。股東及本公司潛在投資者務請注意，倘供股條件未獲達成或包銷協議被包銷商終止，供股將不會進行。

任何自最後實際可行日期起直至所有供股條件獲達成當日買賣股份，及買賣未繳股款供股股份的任何股東(及包銷商終止包銷協議的權利終止當日)，將相應承擔供股可能不會成為無條件或可能不會進行的風險。

股份已自2024年8月20日(星期二)起按除權基準買賣。預期買賣未繳股款供股股份將於2024年9月2日(星期一)至2024年9月9日(星期一)(包括首尾兩日)進行。

股東及本公司潛在投資者於買賣股份及/或供股股份時務請審慎行事。建議任何擬買賣任何股份及/或未繳股款供股股份的股東或其他人士諮詢彼等的專業顧問。

支票及銀行本票

所有支票或銀行本票將於收訖後隨即過戶，而有關款項賺取的所有利息(如有)將撥歸本公司所有。任何支票或銀行本票於首次過戶時未能兌現的暫定配額通知書均可遭拒絕受理，而在該情況下，該暫定配額及其項下的一切權利將被視作已遭拒絕及將予註銷。閣下申請供股股份時須繳付準確股款金額，未繳足股款的申請將不獲受理。

填妥暫定配額通知書並連同支票或銀行本票一併交回(不論由合資格股東或任何指定承讓人交回)，即表示申請人保證支票或銀行本票可於首次過戶時兌現。在不損害本公司其他有關權利之情況下，本公司保留權利拒絕受理任何支票或銀行本票於首次過戶時未能兌現之暫定配額通知書，而在該情況下，該暫定配額及其項下的一切權利將被視作已遭拒絕及將予註銷。

供股股份證書及供股退款支票

待供股之條件達成後，預計繳足股款供股股份的股票將於2024年9月23日(星期一)或之前以平郵方式寄往有權收取人士的登記地址，郵誤風險概由彼等自行承擔。倘供股並無成為無條件或不會進行，則有關所收取申請股款相關部分的退款支票(不計利息)預期將於2024年9月23日(星期一)或之前以平郵方式寄往相關股東的登記地址，郵誤風險概由彼等自行承擔。

供股之條件

供股須待以下各項條件獲達成後，方告作實：

- (i) 股東或獨立股東(視情況而定)於供股章程寄發日期之前，在股東特別大會通過必要決議案批准股本重組、供股、包銷協議及其項下擬進行的交易(包括但不限於配發及發行供股股份)；
- (ii) 股本重組於供股章程寄發日期之前經已生效；
- (iii) GEM上市委員會已批准且並無撤回或撤銷未繳股款及繳足供股股份上市及買賣，且有關上市及買賣批准並無遭撤回或撤銷；
- (iv) 遵照GEM上市規則及公司(清盤及雜項條文)條例，於不遲於供股章程寄發日期分別向聯交所及香港公司註冊處送呈經兩名董事(或彼等正式書面授權之代理人)妥為簽署(證明經董事議決批准)之各供股章程文件正式核證副本一份(連同所有其他須隨附之文件)以分別取得授權並送交備案及辦理登記，以及辦理其他手續；
- (v) 於辦理登記後，於供股章程寄發日期或之前，供股章程文件可供提供及/或寄發予合資格股東(視乎情況而定)(以及(如適用)向不合資格股東(如有)寄發供股章程僅供參考)，以及於聯交所網站上發佈供股章程文件；
- (vi) 本公司已遵守所有適用法例法規項下的規定；及
- (vii) 包銷協議並未根據其條款終止，且仍完全有效。

本公司應盡一切合理努力促使於上述指定日期之前達成上述所有條件。

由於供股須待上述條件達成後方可作實，故其未必會進行。

一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書人士所簽署之「轉讓及提名表格」(表格乙)一經交回，即為交回之人士或各方有權處理本暫定配額通知書及收取分拆暫定配額通知書及/或股票的決定性證據。

所有文件(包括應付款項之支票)將以平郵方式寄送至收件人之登記地址，郵誤風險概由彼等自行承擔。

供股章程所載有關申請供股股份之條款及條件將適用。本暫定配額通知書及任何據此作出之供股股份申請均受香港法律管轄，並按其詮釋。

載有供股詳情之供股章程將於聯交所網站(www.hkexnews.hk)及本公司網站(www.guruonline.com.hk)登載。

個人資料收集－暫定配額通知書

閣下填妥、簽署及交回本暫定配額通知書，即表示同意向本公司、過戶登記處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納供股股份暫定配額的人士之任何資料。香港法例第486章個人資料(私隱)條例(「該條例」)賦予證券持有人權利向本公司或過戶登記處確定是否持有彼等之個人資料、索取有關資料之副本及更正任何不準確之資料。根據該條例，本公司及過戶登記處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往(i)本公司於香港的主要經營地點(地址為香港觀塘偉業街180號Two Harbour Square 12樓1201及16室，或根據適用法律不時作出通知之地點)並以本公司的公司秘書為收件人；或(ii)(視情況而定)過戶登記處(上文所示地址)並以私隱條例事務主任為收件人。

此致

列位合資格股東 台照

代表
國恩控股有限公司
執行董事
尹迪

2024年8月29日