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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)

VOLUNTARY ANNOUNCEMENT ACQUISITIONS OF LISTED SECURITIES

The Board wishes to announce that the Company has entered into the following transactions involving acquisitions of listed securities.

ACQUISITION OF SHARES IN BILIBILI

On 28 October 2024, the Company has acquired an aggregate of 4,200 shares through the open market at an aggregate consideration of approximately HK\$0.70 million (exclusive of transaction costs).

ACQUISITION OF SHARES IN WUXI

On 28 October 2024, the Company has acquired an aggregate of 40,000 shares through the open market at an aggregate consideration of approximately HK\$0.70 million (exclusive of transaction costs).

IMPLICATIONS UNDER THE GEM LISTING RULES

Acquisition of shares in Bilibili

As certain applicable percentage ratio(s) under Chapter 14 of the GEM Listing Rules in relation to the acquisition of shares in Bilibili are below 5%, the acquisition of shares in Bilibili does not constitute a notifiable transaction on the part of the Company under the GEM Listing Rules. The Company will comply with the relevant disclosure requirements under the GEM Listing Rules in relation to future transactions by the Group regarding acquisitions of listed securities as and when appropriate.

Acquisition of shares in WuXi

As certain applicable percentage ratio(s) under Chapter 14 of the GEM Listing Rules in relation to the acquisition of shares in WuXi are below 5%, the acquisition of shares in WuXi does not constitute a notifiable transaction on the part of the Company under the GEM Listing Rules. The Company will comply with the relevant disclosure requirements under the GEM Listing Rules in relation to future transactions by the Group regarding acquisitions of listed securities as and when appropriate.

ACQUISITION OF SHARES IN BILIBILI

On 28 October 2024, the Company acquired an aggregate of 4,200 shares in Bilibili through the open market at an aggregate consideration of approximately HK\$0.70 million (exclusive of transaction costs). The average price (exclusive of transaction costs) for the acquisition of each Bilibili share was approximately HK\$165.89. The aggregate consideration of approximately HK\$0.70 million was financed by the Group's existing internal financial resources.

As the acquisition of shares in Bilibili was conducted in the open market, the identities of the counterparties of the acquired Bilibili shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired in Bilibili shares are Independent Third Parties.

ACQUISITION OF SHARES IN WUXI

On 28 October 2024, the Company acquired an aggregate of 40,000 shares in WuXi through the open market at an aggregate consideration of approximately HK\$0.70 million (exclusive of transaction costs). The average price (exclusive of transaction costs) for the acquisition of each WuXi share was approximately HK\$17.57. The aggregate consideration of approximately HK\$0.70 million was financed by the Group's existing internal financial resources.

As the acquisition of shares in WuXi was conducted in the open market, the identities of the counterparties of the acquired WuXi shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired in WuXi shares are Independent Third Parties.

INFORMATION OF THE ACQUISITIONS

Bilibili

Bilibili Inc. is a company incorporated in the Cayman Islands with limited liability. It is an iconic brand and a leading video community for young generations, providing online entertainment services to users in China.

The following information is extracted from the public documents of Bilibili:

	Year ended 31 December	
	2023	2022
	<i>RMB million</i>	<i>RMB million</i>
Revenue	22,528	21,899
Loss before income tax	4,733	7,404
Loss for the year	4,812	7,508
Total assets	33,159	41,831
Net asset value	14,404	15,240

WuXi

WuXi Biologics (Cayman) Inc. is a company incorporated in the Cayman Islands with limited liability. It is a global biologics organization conducting research, development, and manufacturing, offering end-to-end solutions for biologics discovery, development, and manufacturing to clients involved in the biologics industry.

The following information is extracted from the public documents of WuXi:

	Year ended 31 December	
	2023	2022
	<i>RMB million</i>	<i>RMB million</i>
Revenue	17,034	15,269
Profit before income tax	4,174	5,358
Profit for the year	3,571	4,550
Total assets	21,198	18,470
Net asset value	13,562	9,151

REASONS FOR ENTERING INTO THE ACQUISITIONS

The Group is principally engaged in the provision of integrated digital marketing services in Hong Kong. The Group mainly operates its business in Hong Kong.

For the purposes of treasury and liquidity management, the Board considered the acquisitions presented good opportunities for the Group to acquire potential investments to contribute a steady investment return and is in alignment with the Group's principal activities on investment in financial instruments. The management expects that investments in listed companies with excellent reputation which are typically well-established and financially sound companies and holds positive views towards their financial performance and future prospects.

As the acquisitions were made in the open market at prevailing market prices at the time of the relevant acquisitions, the Board is of the view that the terms of which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

Acquisition of shares in Bilibili

As certain applicable percentage ratio(s) under Chapter 14 of the GEM Listing Rules in relation to the acquisition of shares in Bilibili are below 5%, the acquisition of shares in Bilibili does not constitute a notifiable transaction on the part of the Company under the GEM Listing Rules. The Company will comply with the relevant disclosure requirements under the GEM Listing Rules in relation to future transactions by the Group regarding acquisitions of listed securities as and when appropriate.

Acquisition of shares in WuXi

As certain applicable percentage ratio(s) under Chapter 14 of the GEM Listing Rules in relation to the acquisition of shares in WuXi are below 5%, the acquisition of shares in WuXi does not constitute a notifiable transaction on the part of the Company under the GEM Listing Rules. The Company will comply with the relevant disclosure requirements under the GEM Listing Rules in relation to future transactions by the Group regarding acquisitions of listed securities as and when appropriate.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Bilibili”	Bilibili Inc. is a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 9626)
“Board”	the board of Directors
“Company”	Guoen Holdings Limited (formerly known as Guru Online (Holdings) Limited) (Stock Code: 8121), a company incorporated in the Cayman Islands as an exempted company with limited liability, the issued shares of which are listed on GEM of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	a third party who is, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, independent of the Company and the connected persons of the Company
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“WuXi”	WuXi Biologics (Cayman) Inc. is a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 2269)
“%”	per cent.

By order of the Board
Guoen Holdings Limited
Yin Di

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

Hong Kong, 28 October 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.