

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20150126-I14004-0001

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: Guru Online (Holdings) Limited (超凡網絡(控股)有限公司)

Stock code (ordinary shares): 8121

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 28 May 2015.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 29 May 2015

Name of Sponsor(s): CLC International Limited

Names of directors: **Executive Directors**

- (please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)
- Yip Shek Lun
 - Ng Chi Fung
 - Wan Wai Ting

Non-executive Directors

- Wang Lai Man, Liza
- Cheung Wing Hon
- Cheung Laam
- Hu Ming

Independent Non-executive Directors

- Tso Ping Cheong, Brian
- David Tsoi
- Hong Ming Sang
- Lam Tung Leung

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Capacity/ Nature of interest	Number of shares of HK\$0.01 each in the Share capital of the Company ("Shares")	Percentage of Shareholding interests (taking into account the full exercise of Offer Size Adjustment Option)
Cooper Global Capital Limited	Beneficial owner (Note 1)	249,120,000	14.94%
Mr. Yip Shek Lun	Interests held jointly with another person (Note 2)	365,760,000	21.94%
Mr. Yip Shek Lun	Interest in controlled corporation (Note 1)/Interest of spouse (Note 3)	249,120,000	14.94%
Ms. Wan Wai Ting	Interests held jointly with another person (Note 2)	365,760,000	21.94%
Ms. Wan Wai Ting	Interest in controlled corporation (Note 1)/Interest of spouse (Note 3)	249,120,000	14.94%
Mr. Ng Chi Fung	Interests held jointly with another person (Note 2)	432,000,000	25.91%
Mr. Ng Chi Fung	Beneficial owner (Note 4)	182,880,000	10.97%
Ms. Wang Lai Man, Liza	Interests held jointly with another person (Note 2)	432,000,000	25.91%
Ms. Wang Lai Man, Liza	Beneficial owner (Note 4)	182,880,000	10.97%
Huayi Brothers International Investment Ltd.	Beneficial owner (Note 5)	248,970,000	14.93%
HUAYI BROTHERS INTERNATIONAL LIMITED	Interest in controlled corporation (Notes 5 and 6)	248,970,000	14.93%
Huayi Brothers Media Corporation	Interest in controlled corporation (Notes 5 and 6)	248,970,000	14.93%

Note:

- These Shares are held by Cooper Global, which is owned as to 50% by Mr. Alan Yip and 50% by Ms. Karin Wan. By virtue of the SFO, Mr. Alan Yip and Ms. Karin Wan are deemed to be interested in the Shares held by Cooper Global.
- Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. By the Acting in Concert Confirmation and Undertaking, each of Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang confirmed that they have exercised their voting rights at the meetings of the shareholders and/or directors of members of our Group in unanimity since 1 April 2011, and will continue to do so.
- Mr. Alan Yip is the spouse of Ms. Karin Wan. Under the SFO, Mr. Alan Yip is deemed to be interested in all the Shares in which Ms.

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Karin Wan is interested in. Ms. Karin Wan is the spouse of Mr. Alan Yip. Under the SFO, Ms. Karin Wan is deemed to be interested in all the Shares in which Mr. Alan Yip is interested in.

4. Ms. Chen Wing Man is the spouse of Mr. Jeff Ng and therefore she is deemed to be interested in all the Shares in which Mr. Jeff Ng is interested in.
 5. These amounts reflect the numbers of Shares to be held by Huayi Brothers taking into account the Shares subscribed by Huayi Brothers pursuant to the partial exercise of the Amended Anti-Dilution Right of Huayi Brothers.
 6. These Shares are held by Huayi Brothers, which is wholly owned by Huayi Brothers International, which is in turn wholly owned by Huayi Brothers Media. By virtue of the SFO, Huayi Brothers International and Huayi Brothers Media are deemed to be interested in the Shares held by Huayi Brothers.
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Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 March

Registered address: Clifton House
75 Fort Street, PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business: Level 22
AIA Tower
183 Electric Road
North Point
Hong Kong

Web-site address (if applicable): www.guruonline.hk

Share registrar: **Principal share registrar and transfer office**
Appleby Trust (Cayman) Ltd.
Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Hong Kong branch share registrar and transfer office
Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors: SHINEWING (HK) CPA Limited
Certified Public Accountants
43rd Floor, The Lee Gardens
33 Hysan Avenue, Causeway Bay
Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company (together with its subsidiaries) is principally engaged in the manufacture and sale of a broad range of batteries for various electronic devices to the PRC and international markets both under its own "Golden Power" brand and the brands of its private label and OEM customers.

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C. Ordinary shares

Number of ordinary shares in issue: 1,667,200,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 10,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

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The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

YIP Shek Lun

NG Chi Fung

WAN Wai Ting

WANG Lai Man, Liza

CHEUNG Wing Hon

CHEUNG Laam

HU Ming

TSO Ping Cheong, Brian

David TSOI

HONG Ming Sang

LAM Tung Leung

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*