

APPENDIX 5
FORMS RELATING TO LISTING
FORM F
GEM
COMPANY INFORMATION SHEET

Case Number: N/A

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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 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 GEM 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 6 August 2021.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 29 May 2015

Name of Sponsor(s): N/A

Names of directors: Chairman, Chief Executive Officer and Executive Director:

(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)

• YIP Shek Lun

Executive Directors

- NG Chi Fung
- WAN Wai Ting
- CHAN Pak San

Non-executive Director

- WANG Zhong Lei
- CHEUNG Laam

Independent Non-executive Director

- TSO Ping Cheong, Brian
- TSOI David
- 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	Nature of interest	Total number of Shares held	Percentage of shareholding
Cooper Global Capital Limited (" Cooper Global ")	Beneficial owner	24,912,000	14.94%
Mr. Yip Shek Lun (" Mr. Alan Yip ")	Interests held jointly with another person (<i>Note 1</i>)	22,526,000	13.51%
	Interest in controlled corporation (<i>Note 2</i>)/Interest of spouse (<i>Note 3</i>)	24,912,000	14.94%
Ms. Wan Wai Ting (" Ms. Karin Wan ")	Interests held jointly with another person (<i>Note 1</i>)	22,526,000	13.51%
	Interest in controlled corporation (<i>Note 2</i>)/Interest of spouse (<i>Note 3</i>)	24,912,000	14.94%
Mr. Ng Chi Fung (" Mr. Jeff Ng ")	Interests held jointly with another person (<i>Note 1</i>)	29,150,000	17.48%
	Beneficial owner	18,288,000	10.97%
Ms. Wang Lai Man, Liza (" Ms. Liza Wang ")	Interests held jointly with another person (<i>Note 1</i>)	43,200,000	25.91%
	Beneficial owner	4,238,000	2.54%
Mr. Luk Ting Kwan, Jerry	Interest of spouse (<i>Note 4</i>)	47,438,000	28.45%

Notes:

- 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, inter alia, they had exercised their voting rights at the meetings of the shareholders and/or directors of members of the Group in unanimity since 1 April 2011 and had undertaken to continue to do so upon the execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of the Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing .
- These Shares are held by Cooper Global, which is owned as to 50.00% by Mr. Alan Yip and 50.00% 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.

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3. 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. Karin Wan is interested. 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.
4. Mr. Luk Ting Kwan, Jerry is the spouse of Ms. Liza Wang. Under the SFO, Mr. Luk Ting Kwan, Jerry is deemed to be interested in all the Shares in which Ms. Liza Wang is interested.

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: Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business: 4/F., KOHO
73-75 Hung To Road,
Kwun Tong
Hong Kong

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

Share registrar: **Principal share registrar and transfer office**
Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Hong Kong branch share registrar and transfer office
Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

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

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B. Business activities

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

The Group is principally engaged in the provision of integrated digital marketing services in Hong Kong. To formulate and implement marketing strategies and launch marketing campaigns for its customers, the Group mainly utilises digital media such as social media platforms, apps, mobile sites and websites. The goal of the Group is to become a sizable and influential Internet enterprise and to enable our customers to promote their businesses in different areas of the world through the power and reach of the Internet.

C. Ordinary shares

Number of ordinary shares in issue: 166,720,000

Par value of ordinary shares in issue: HK\$0.1

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

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

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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.

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.

Submitted by: YIP Shek Lun
(Name)

Title: Director
(Director, secretary or other duly authorised officer)

NOTE

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 as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.