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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8121)

APPOINTMENT OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Guru Online (Holdings) Limited (the “**Company**”) and together with its subsidiaries, collectively the “**Group**”) hereby announces that Mr. Yin Di (尹迪) (“**Mr. Yin**”) has been appointed as an executive Director of the Company with effect from 10 February 2023.

The biographical details of Mr. Yin are set out below:

Mr. Yin, aged 37, from 2010 to 2016, Mr. Yin worked in the personnel section of Beijing Haiwei Industry and Trading Co., Ltd.* (北京海威工貿有限公司), primarily responsible for the employment management, business and performance evaluation of the company, as well as the external liaison and operation of the company. Since 2017, Mr. Yin founded Zhongmin Guoen Industrial Group Co., Ltd. (“**Zhongmin Guoen**”), a comprehensive industry group which puts the concept of “One Health” at its core, while integrating different businesses, including agricultural technology refining, research and development of food and medicine, and the promotion of new energy resources and new materials. Mr. Yin is currently the managing director of Zhongmin Guoen, responsible for leading the future business development of Zhongmin Guoen. He is also primarily responsible for the nationwide expansion and operation of Zhongmin Guoen’s “One Health” core business. Mr. Yin has served as an executive director of APAC Chenghua (Beijing) Investment Fund Management Co., Ltd.* (亞太誠華(北京)投資基金管理有限公司) (“**APAC Chenghua**”) since 2020. APAC Chenghua specializes in private equity investments in the field of medical care and “One Health”. Mr. Yin is primarily responsible for the operational planning of the company, leading the negotiation and review of its project investments. Mr. Yin studied in the Beijing Institute of Economics and Management from March 2008 to July 2010 with an associate degree in finance and securities. He then continued his studies in the Communication University of China from March 2011 to July 2013 and graduated with a bachelor’s degree in journalism in July 2013.

Mr. Yin has entered into a service agreement with the Company dated 10 February 2023, and his appointment shall be for an initial term of one year commencing on 10 February 2023 and renewable automatically for successive terms of one year each commencing from the day after the expiry of the then current term. As recommended by the remuneration committee and determined by the Board, Mr. Yin will not be entitled to any Director’s fee. Mr. Yin is subject to retirement by rotation and re-

election in accordance with Article 108 of the articles of association of the Company. Mr. Yin will hold office until the next annual general meeting of the Company and be eligible for re-election at the meeting.

Save as disclosed above and as at the date of this announcement, Mr. Yin (i) is currently interested in 41,080,000 shares of the Company, representing approximately 24.64% of the issued capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) does not hold any directorships in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not hold any other positions with the Company or other subsidiaries of the Company; (v) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”)) of the Company; and (vi) confirms that there is no information that should be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules nor any other matters that need to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to his appointment.

The Board would like to express its warm welcome to Mr. Yin for joining the Board and the Company.

By Order of the Board
Guru Online (Holdings) Limited
Yip Shek Lun

Chairman of the Board, Chief Executive Office and Executive Director

Hong Kong, 10 February 2023

As at the date of this announcement, the executive Directors are Mr. Yip Shek Lun, Mr. Ng Chi Fung, Mr. Yin Di and Ms. Wan Wai Ting; and the independent non-executive Directors are Mr. Tso Ping Cheong, Brian, Mr. David Tsoi 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 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.

* *For identification purposes only, the English translation of the Chinese names are for identification purpose and should not be regarded as the official English translation of such Chinese names.*