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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)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND  
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Guru Online (Holdings) Limited (the “**Company**”) hereby announces that Mr. Tso Ping Cheong, Brian (曹炳昌) (“**Mr. Tso**”) has resigned as (i) an independent non-executive Director; (ii) the chairman of the audit committee of the Company (the “**Audit Committee**”); and (iii) a member of the nomination committee of the Company (the “**Nomination Committee**”) with effect from 23 May 2023 due to his wish to devote more time to pursue his other business commitments.

Mr. Tso confirmed to the Board that there is no disagreement between him and the Board and there is no matter relating to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board would like to express its gratitude to Mr. Tso for his valuable contribution to the Company during his tenure of office.

Following the resignation of Mr. Tso, the Board is pleased to announce that:

- (i) Mr. David Tsoi (蔡大維) has been appointed as the chairman of the Audit Committee with effect from 23 May 2023, and;
- (ii) Mr. Bian Wen Cheng (邊文成) (“**Mr. Bian**”) has been appointed as an independent non-executive Director and a member of each of the Audit Committee and the Nomination Committee with effect from 23 May 2023.

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

Mr. Bian, aged 70, has over 20 years of experiences in factory management, commercial insurance team management and the sales of insurance products. From 1980 to 2002, he had served as the factory director or legal representative of different enterprises respectively, where he was primarily

responsible for administrative and management works. He passed the National Unified Examination for Enterprise Managers and Factory (Mine) Directors\* (企業經理、廠(礦)長國家統一考試) in 1986.

Mr. Bian was the manager of China Taiping Life Insurance Company's sales department at Dalian Development Area from 2002 to 2012, where he was primarily responsible for the works of departmental administrative management and the sales of insurance products. During his tenure of office, he was accredited as the "Energetic Taiping Star"\* (活力太平之星) in 2005, awarded the title of "Elite of Organizational Development"\* (組織發展精英) in 2007, as well as awarded the title of "Dedicated Model"\* (敬業標兵) in 2008 and he won the first place for standard premiums in the marketing department at Dalian Development Area\* (大連開發區營業部標保第一名) in the same year.

Mr. Bian has retired since 2012.

Mr. Bian has entered into a service agreement with the Company, and his appointment shall be for an initial term of one year commencing on 23 May 2023 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term. As recommended by the remuneration committee of the Company and determined by the Board, Mr. Bian is entitled to an annual remuneration of HK\$120,000 by reference to his qualifications, experience and duties and responsibilities within the Company as well as the prevailing market conditions. Mr. Bian is subject to retirement by rotation and re-election in accordance with Article 108 of the articles of association of the Company. Mr. Bian will hold office until the next annual general meeting of the Company and be eligible for re-election at the meeting.

Mr. Bian has confirmed that, as at the date of this announcement, he does not have any interest or underlying interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, (i) Mr. Bian 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; (ii) Mr. Bian does not hold any other positions with the Company or other subsidiaries of the Company; (iii) Mr. Bian 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 (iv) 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 the appointment of Mr. Bian.

The Board would like to express its warm welcome to Mr. Bian 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 Officer and Executive Director*

Hong Kong, 23 May 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. Bian Wen Cheng, 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](http://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](http://www.guruonline.com.hk).*

*\* For identification purpose only*