

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

Case Number: N/A

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 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 April 2020....

**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

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	Beneficial owner	249,120,000	14.94%
Ms. Liza Wang	Interests held jointly with another person ( <i>Note 1</i> )	432,000,000	25.91%
	Beneficial owner	166,580,000	9.99%
Mr. Luk Ting Kwan, Jerry	Interest of spouse ( <i>Note 2</i> )	598,580,000	35.90%
Huayi Brothers International Investment Ltd. (" <b>Huayi Brothers</b> ")	Beneficial owner	248,970,000	14.93%
HUAYI BROTHERS INTERNATIONAL LIMITED (" <b>Huayi Brothers International</b> ")	Interest in controlled corporation ( <i>Note 3</i> )	248,970,000	14.93%
Huayi Brothers Media Corporation (" <b>Huayi Brothers Media</b> ")	Interest in controlled corporation ( <i>Note 3</i> )	248,970,000	14.93%
HGI GROWTH CAPITAL LIMITED (" <b>HGI Growth</b> ")	Beneficial owner	132,720,000	7.96%
Mr. Cheung Wing Hon (" <b>Mr. Patrick Cheung</b> ")	Interest in controlled corporation ( <i>Note 4</i> )	132,720,000	7.96%
Ms. Lo Wai Kei	Interest of spouse ( <i>Note 5</i> )	132,720,000	7.96%
PURE FORCE INVESTMENTS LIMITED (" <b>Pure Force</b> ")	Beneficial owner	109,930,000	6.59%
Mr. Wong Yuet Yeung Harry (" <b>Mr. Harry Wong</b> ")	Interest in controlled corporation ( <i>Note 6</i> )	109,930,000	6.59%

Notes:

1. 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

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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 .

2. 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.
3. 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 all the Shares held by Huayi Brothers.
4. These Shares are held by HGI Growth, which is wholly owned by Mr. Patrick Cheung. By virtue of the SFO, Mr. Patrick Cheung is deemed to be interested in all the Shares held by HGI Growth.
5. Ms. Lo Wai Kei is the spouse of Mr. Patrick Cheung. Under the SFO, Ms. Lo Wai Kei is deemed to be interested in all the Shares in which Mr. Patrick Cheung is interested.
6. These Shares are held by Pure Force, which is wholly owned by Mr. Harry Wong. By virtue of the SFO, Mr. Harry Wong is deemed to be interested in all the Shares held by Pure Force.

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  
P.O. 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.hk](http://www.guruonline.hk).

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Share registrar: **Principal share registrar and transfer office**  
Ocorian Trust (Cayman) Limited  
PO Box 1350  
Clifton House  
75 Fort Street  
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

**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: 1,667,200,000

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

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

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**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.

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

TSO Ping Cheong, Brian

NG Chi Fung

TSOI David

WAN Wai Ting

HONG Ming Sang

WANG Zhong Lei

LAM Tung Leung

CHEUNG Laam

**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.*