

**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 13 July 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:

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

**Executive Directors**

- Yip Shek Lun
- Ng Chi Fung
- Wan Wai Ting

**Non-executive Directors**

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

**Independent Non-executive Directors**

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

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

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
Cooper Global Capital Limited ("Cooper Global")	Beneficial owner	249,120,000	14.94%
Mr. Yip Shek Lun ("Mr. Alan Yip")	Interests held jointly with another person ( <i>Note 2</i> )	365,760,000	21.94%
Mr. Alan Yip	Interest in controlled corporation ( <i>Note 1</i> ) /Interest of spouse ( <i>Note 3</i> )	249,120,000	14.94%
Ms. Wan Wai Ting (Ms. Karin Wan)	Interests held jointly with another person ( <i>Note 2</i> )	365,760,000	21.94%
Ms. Karin Wan	Interest in controlled corporation ( <i>Note 1</i> ) /Interest of spouse ( <i>Note 3</i> )	249,120,000	14.94%
Mr. Ng Chi Fung ("Mr. Jeff Ng")	Interests held jointly with another person ( <i>Note 2</i> )	432,000,000	25.91%
Mr. Jeff Ng	Beneficial owner	182,880,000	10.97%
Ms. Wang Lai Man, Liza ("Ms. Liza Wang")	Interests held jointly with another person ( <i>Note 2</i> )	432,000,000	25.91%
Ms. Liza Wang	Beneficial owner	182,880,000	10.97%
Huayi Brothers International Investment Ltd. ("Huayi Brothers")	Beneficial owner	248,970,000	14.93%
HUAYI BROTHERS INTERNATIONAL LIMITED ("Huayi Brothers International")	Interest in controlled corporation ( <i>Note 6</i> )	248,970,000	14.93%
Huayi Brothers Media Corporation ("Huayi Brothers Media")	Interest in controlled corporation ( <i>Note 6</i> )	248,970,000	14.93%
Ms. Chen Wing Man	Interest of spouse ( <i>Note 4</i> )	614,880,000	36.88%
Mr. Luk Ting Kwan	Interest of spouse ( <i>Note 5</i> )	614,880,000	36.88%

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

Note:

1. These Shares are held by Cooper Global, which are owned as to 50% by Mr. Alan Yip and 50% by Ms. Karin Wan. By virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), Mr. Alan Yip and Ms. Karin Wan are deemed to be interested in the Shares held by Cooper Global.
  2. 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 the Group in unanimity since 1 April 2011, and will continue to do so.
  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 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. Under the SFO, Ms. Chen Wing Man is deemed to be interested in all the Shares in which Mr. Jeff Ng is interested in.
  5. Mr. Luk Ting Kwan is the spouse of Ms. Liza Wang. Under the SFO, Mr. Luk Ting Kwan is deemed to be interested in all the Shares in which Ms. Liza Wang is interested in.
  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.
- 

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](http://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

---

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

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) are principally engaged in the provision of integrated digital marketing services covering (i) digital advertisement placement services; (ii) social media management services; and (iii) creative and technology services.

**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).*

On 13 July 2015, an offer for the grant of share options to subscribe for up to an aggregate of 166,487,072 Shares were made pursuant to a share option scheme adopted by the Company on 20 May 2015, at an exercise price of HK\$0.63 per Share, subject to acceptance by the grantees.

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

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

\_\_\_\_\_  
NG Chi Fung

\_\_\_\_\_  
WAN Wai Ting

\_\_\_\_\_  
WANG Lai Man, Liza

\_\_\_\_\_  
HU Ming

\_\_\_\_\_  
CHEUNG Laam

\_\_\_\_\_  
David TSOI

\_\_\_\_\_  
TSO Ping Cheong, Brian

\_\_\_\_\_  
LAM Tung Leung

\_\_\_\_\_  
HONG Ming Sang

**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.*