

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

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

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 9 December 2015.

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: **Executive Directors**

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

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

Non-executive Directors

- Cheung Laam
- Wang Zhong Lei

Independent Non-executive Directors

- Tso Ping Cheong, Brian
- David Tsoi
- 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	Capacity/ Nature of interest	Number of shares of HK\$0.01 each in the Share capital of the Company ("Shares")	Number of the underlying 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 (Note 2)	365,760,000	5,990,000 (Note 7)	22.30%
Mr. Alan Yip	Interest in controlled corporation (Note 1) /Interest of spouse (Note 3)	249,120,000	5,490,000 (Note 7)	15.27%
Mr. Alan Yip	Beneficial owner	-	30,690,000 (Note 7)	1.84%
Ms. Wan Wai Ting (Ms. Karin Wan)	Interests held jointly with another person (Note 2)	365,760,000	5,990,000 (Note 7)	22.30%
Ms. Karin Wan	Interest in controlled corporation (Note 1) /Interest of spouse (Note 3)	249,120,000	30,690,000 (Note 7)	16.78%
Ms. Karin Wan	Beneficial owner	-	5,490,000 (Note 7)	0.33%
Mr. Ng Chi Fung ("Mr. Jeff Ng")	Interests held jointly with another person (Note 2)	432,000,000	36,680,000 (Note 7)	28.11%
Mr. Jeff Ng	Beneficial owner	182,880,000	5,490,000 (Note 7)	11.30%
Ms. Wang Lai Man, Liza ("Ms. Liza Wang")	Interests held jointly with another person (Note 2)	432,000,000	41,670,000 (Note 7)	28.41%
Ms. Liza Wang	Beneficial owner	182,880,000	500,000 (Note 7)	11.00%
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 (Note 6)	248,970,000	-	14.93%
Huayi Brothers Media Corporation ("Huayi Brothers Media")	Interest in controlled corporation (Note 6)	248,970,000	-	14.93%
Ms. Chen Wing Man	Interest of spouse (Note 4)	614,880,000	42,170,000 (Note 7)	39.41%
Mr. Luk Ting Kwan, Jerry	Interest of spouse (Note 5)	614,880,000	42,170,000 (Note 7)	39.41%

Note:

- 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.

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2. Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang are persons acting in concert pursuant to the Acting in Concert Confirmation and Undertaking entered into among them dated 2 January 2014 and accordingly each of them is deemed to be interested in the Shares held by the others.
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, 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 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 all the Shares held by Huayi Brothers.
7. These are in relation to the total number of the Shares to be allotted and issued upon exercise in full of the 500,000 share options granted to Ms. Liza Wang on 13 July 2015 and 30,690,000, 5,490,000 and 5,490,000 share options offered to be granted to Mr. Alan Yip, Ms. Karin Wan and Mr. Jeff Ng, respectively, on 9 December 2015 under the share option scheme adopted by the Company on 20 May 2015. The share options offered to be granted to Mr. Alan Yip was subject to the approval by the independent shareholders of the Company at an extraordinary general meeting.

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

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

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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).

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As at the date of this company information sheet, particulars of outstanding share options granted by the Company under the share option scheme adopted on 20 May 2015 are as follows:

1. The share options granted by the Company on 13 July 2015 which remains outstanding entitling the option holders to subscribe for a total of 23,847,600 shares with exercise price of HK\$0.63 per share.
2. The share options offered to be granted by the Company on 9 December 2015 which subject to the acceptance by the grantees, will entitle certain eligible persons to subscribe for a total of 56,000,000 shares with exercise price of HK\$0.315 per share. Among such share options, 30,690,000 share options were offered to be granted to Mr. Alan Yip which is subject to the approval of the independent shareholders of the Company at an extraordinary general meeting.

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

CHEUNG Laam

WANG Zhong Lei

TSO Ping Cheong, Brian

David TSOI

HONG Ming Sang

LAM Tung Leung

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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.*