# **日KEX**香港交易所

#### Monthly Return of Equity Issuer on Movements in Securities

## For the month ended (dd/mm/yyyy) :

30/11/2020

To : Hong Kong Exchanges and Clearing Limited

	Guru Online (Holdings) Limited
Name of Issuer	(Incorporated in the Cayman Islands with limited liability)
Date Submitted	3 December 2020

I. Movements in Authorised Share Capital

1.	Ordinary	Shares

(1) Stock code : <u>8121</u> Descrip	otion :	Ordinary	Shares
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	10,000,000,000	HK\$0.01	HK\$100,000,000
Increase/(decrease)		-	
Balance at close of the month	10,000,000,000	HK\$0.01	HK\$100,000,000
(2) Stock code : <u>N/A</u> Descrip	otion : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			

#### 2. Preference Shares

Stock code : <u>N/A</u> Des	scription : <u>N/A</u>		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding mo	nth		
Increase/(decrease)		-	
Balance at close of the month			

#### 3. Other Classes of Shares

Stock code :	N/A	Descripti	on : <u>N/A</u>		
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close	of preceding	g month			
Increase/(decrea	se)	_			
Balance at close	of the month	י ה			

Total authorised share capital at the end of the month *(State currency)* :

HK\$100,000,000

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	1,667,200,000	N/A	N/A	N/A		
Increase/ (decrease) during the month		N/A	N/A	N/A		
Balance at close of the month	1,667,200,000	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Particulars of share option scheme including ECM daproval date (dd/mm/yyyy) and class of shares issuable       Movement during the month movement during the month thereto       No. of new shares of issued during issuer which may be issued pursuant thereto         1.       Share option scheme adopted on 20/5/2015       Granted       Exercised       Cancelled       Lapsed         1.       Share option scheme adopted on 20/5/2015       Granted       Exercised       Cancelled       Lapsed         1.       Share option scheme adopted on 20/5/2015       Nil       Nil       Nil       Nil         2.       N/A	Share Options (und	ler Share Opt	tion Schemes of	the Issuer)			
approval date (dd/mm/yyyy) and class of shares issuable       Granted       Exercised       Cancelled       Lapsed         1.       Share option scheme adopted on 20/5/2015       Image: Share option scheme adopted       Image: Share option on 20/5/2015       Image: Share option scheme adopted       Image: Share option scheme adopted         Ordinary shares (Note 1)       Nil       Nil       Nil       Nil       Nil         Image: Share option shares       Image: Share option shares       Image: Share option shares       Image: Share option share option (Note 1)       Image	share option scheme including EGM	Ν	Movement durin	g the month	issuer issued during the month pursuant	issuer which may be	
class of shares issuable       Granted       Exercised       Cancelled       Lapsed         1. Share option scheme adopted on 20/5/2015				•		_	the month
issuable       Granted       Exercised       Cancelled       Lapsed         1. Share option scheme adopted on 20/5/2015							
scheme adopted         on 20/5/2015		Granted	Exercised	Cancelled	Lapsed		
on 20/5/2015         Ordinary shares       Nil       Nil       Nil       Nil         Ordinary shares       Nil       Nil       Nil       Nil         2. N/A							
Ordinary shares       Nil       Nil       Nil       Nil       Nil         2.       N/A							
(Note 1)         2. N/A	on 20/5/2015						
(Note 1)         2. N/A							
(Note 1)         2. N/A	Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
2. N/A		1411		1111		1111	111
(Note 1)         3. N/A	2. N/A						
(Note 1)         3. N/A							
(Note 1)         3. N/A							
(Note 1)         3. N/A							
(Note 1)         3. N/A	shares						
3. N/A			·				
	(						
(Note 1)       Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise	3. N/A						
(Note 1)       Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise							
(Note 1)       Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise							
(Note 1)       Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise							
(Note 1)       Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise							
Total A. (Ordinary shares)       Nil         (Preference shares)       N/A         (Other class)       N/A         Total funds raised during the month from exercise       N/A							
(Other class) <u>N/A</u> Total funds raised during the month from exercise			Total	A. (Ordinai	ry shares)	Nil	
Total funds raised during the month from exercise				•	,		
				•	her class)	N/A	
or options (State currency) Nil			nth from exercis	e	<b>N</b> T'1		
	or options (State cu	rrency)			Nıl		

Warrants to Issue Shares of the	e Issuer which	are to b	e Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nomina at clo prece mo	se of eding	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1.</u> N/A							
Subscription price							
EGM approval date							
(if applicable) (dd/mm/yyyy) 2. N/A	( / /	)					
<u>     11/71     11/71     11/71     11/71     11/71     11/71     11/71     11/71     11/71     11/71     11/71     11/71     11/71     11/71     11/71 </u>							
( / / ) Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy) <u>3</u> N/A	( / /	)					
					<u> </u>		<u> </u>
Stock code (if listed) Class of shares							
issuable (Note 1)							
EGM approval date (if applicable)							
	( / /	)					
<u>4</u> N/A							
					. <u> </u>		
Stock code (if listed)							
Class of shares							
Subscription price EGM approval date							
(if applicable) (dd/mm/yyyy)	( / /	)					
	•	,	<b>-</b>				
			Total B.		ary shares) ce shares)		-
					ther class)		-
				U)		11/17	-

Convertibles (i.e. Convertible	into Shares of	the Issuer wh	iich are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount a close of preceding month	Converted	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>	_					
	_					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy))	( / / )	)				
<u>2. N/A</u>	_					
	_					
	_					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy) 3. N/A	( / / )					
<u>-</u>	-					
	_					
Stock code (if listed) Class of shares issuable <i>(Note 1)</i>						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy) 4. N/A	( / / )	<u> </u>				
4. IN/A	_					
	_					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )	)			<b>N</b> T/A	
			Total C. (Ordina (Preferen	ary shares) ice shares)		-
				ther class)		-
			(0	······ <b>·</b> /		-

Any other Agreements or Arrangements to Issue Shares of the Is Options (other than under Share Option Schemes)	suer which are to be List	ed, including
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>		
( / / shares (Note	)	
	<u>'/</u>	
2. <u>N/A</u>		
(	)	
shares (Note	1)	
3. N/A		
( / / shares (Note	)	
	1)	
Total D. (Ordinary share	s) N/A	_
(Preference share		-
(Other clas	5) <u>IN/A</u>	-

### Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including

Oth	<u>ner Movements</u> Type of Issue	in Issued Sha	are Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares				
				issuable (Note 1)				
1.	Rights issue	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(((),,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			N/A	N/A
				Class of shares		· · · · ·		
			State	issuable (Note 1)	( / /	١		
2.	Open offer	At price :	currency	lssue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							N/A	N/A
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State	. ,	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(			N/A	<u>N/A</u>
				Class of shares				
4.	Bonus issue			issuable <i>(Note 1)</i> Issue and allotment	( / /	)		
				date : (dd/mm/yyyy) EGM approval date:	( / /	)		
				(dd/mm/yyyy)			N/A	N/A

	Tura efferme						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue							montar
5.	Scrip dividend	At price :	State currency ———	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /		N/A	N/A
6.	Repurchase of shares			Class of shares repurchased <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
7.	Redemption of shares			Class of shares redeemed ( <i>Note 1</i> ) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
8.	Consideration issue	At price :	State currency ——	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)		)	N/A	N/A

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable <i>(Note 1)</i> Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
10. Other (Please specify) At price : State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
	Total E. (Ordina share (Preference share (Other class	s) <u>N/A</u> s) <u>N/A</u>	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil		
(2)	N/A		
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A		
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A		
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)			

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

(i) all money due to the listed issuer in respect of the issue of securities has been received by it;

- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the

securities have been fulfilled;

- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: Tsui Siu Hung, Raymond

 Company Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.