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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)

ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 MARCH 2021

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED
(THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This announcement, for which the directors (collectively the “**Directors**” and each a “**Director**”) of Guru Online (Holdings) Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”, “**we**”, “**our**” or “**us**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

FINANCIAL HIGHLIGHTS

Revenue

The Group's total revenue decreased by approximately 7.83% from approximately HK\$153.40 million for the year ended 31 March 2020 to approximately HK\$141.39 million for the year ended 31 March 2021. Such decrease was mainly driven by the decrease in revenue generated from digital advertisement placement services and social media management services.

Loss for the year attributable to owners of the Company

The Group recorded a loss of approximately HK\$16.25 million for the year ended 31 March 2021, as compared to that of approximately HK\$26.21 million for the year ended 31 March 2020. Such decrease was mainly due to the following reasons:

- 1) the continuing implantation of the expense control policy, via which there was a decrease in staff costs incurred in administrative expenses;
- 2) a decrease in marketing-related expenses incurred in selling expenses; and
- 3) the subsidy income received from the Hong Kong Government under the Employment Support Scheme received for the year ended 31 March 2021.

Final Dividend

The Board has resolved not to recommend a final dividend for the year ended 31 March 2021 (2020: Nil).

ANNUAL RESULTS

The board (the “**Board**”) of Directors is pleased to announce the audited consolidated annual results of the Group for the year ended 31 March 2021 (the “**Year**”), together with the comparative audited figures for the year ended 31 March 2020 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2021

	<i>NOTES</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Revenue	3	141,391	153,404
Cost of services		(98,042)	(100,619)
Gross profit		43,349	52,785
Other income, gains or losses	5	10,997	2,079
Selling expenses		(17,851)	(22,656)
Administrative expenses		(51,031)	(56,303)
Finance cost		(352)	(166)
Impairment loss on amounts due from associates		(23)	(245)
Provision of impairment loss on trade receivables		(982)	(113)
Change in fair value of financial asset at fair value through profit or loss		(19)	(565)
Share of losses of associates		–	(99)
Impairment loss recognised for interests in associates		–	(602)
Loss before tax		(15,912)	(25,885)
Income tax expense	6	(334)	(321)
Loss for the year attributable to owners of the Company	7	(16,246)	(26,206)
Other comprehensive (expense) income			
<i>Item that will not be reclassified subsequently to profit or loss:</i>			
Change in fair value of financial asset at fair value through other comprehensive income		(1,250)	–
<i>Item that will be subsequently reclassified to profit or loss:</i>			
Exchange differences arising on translating foreign operations		(433)	755
Other comprehensive (expense) income for the year		(1,683)	755
Total comprehensive expense for the year attributable to owners of the Company		(17,929)	(25,451)
Loss per share			
Basic and diluted (HK cent)	9	(0.97)	(1.57)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2021

	<i>NOTES</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Non-current assets			
Plant and equipment		3,540	5,883
Investment properties	<i>10</i>	9,128	21,340
Interests in associates		–	–
Right-of-use assets		8,744	1,342
Financial asset at fair value through other comprehensive income	<i>11</i>	1,250	2,500
Deposits		1,706	1,901
		24,368	32,966
Current assets			
Trade receivables	<i>12</i>	21,357	30,849
Deposits, prepayments and other receivables		5,225	4,660
Amounts due from associates		200	200
Tax recoverable		179	337
Financial asset at fair value through profit or loss	<i>13</i>	5,363	1,068
Bank balances and cash		33,496	24,571
		65,820	61,685
Asset classified as held for sale	<i>15</i>	3,630	–
		69,450	61,685
Current liabilities			
Trade and other payables	<i>14</i>	31,264	26,447
Contract liability		11,168	11,046
Lease liabilities		4,329	1,041
Accrued expenses		16,963	12,138
Income tax payable		967	1,036
		64,691	51,708
Net current assets		4,759	9,977
Total assets less current liabilities		29,127	42,943
Non-current liabilities			
Deferred tax liability		–	–
Lease liabilities		4,290	177
		4,290	177
		24,837	42,766
Capital and reserves			
Share capital		16,672	16,672
Reserves		8,165	26,094
Total equity		24,837	42,766

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2021

1. GENERAL

The Company was incorporated on 10 January 2014 in the Cayman Islands as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands. The addresses of the registered office and principal place of business of the Company are Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and 4/F., KOHO, 73-75 Hung To Road, Kwun Tong, Hong Kong, respectively.

The Company is principally engaged in investment holding. The principal activities of its subsidiaries include investment holding, provision of digital media services, provision of marketing services and engagement in internet marketing platform for the travel industry.

Other than those subsidiaries of the Company established in the People's Republic of China (the "PRC") and Taiwan whose functional currency are Renminbi ("RMB") and Taiwan dollars ("TWD"), the functional currency of the remaining subsidiaries of the Company is Hong Kong dollars ("HK\$").

The consolidated financial statements are presented in HK\$, which is the same as the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied, for the first time, the Amendments to References to the Conceptual Framework in Hong Kong Financial Reporting Standards ("HKFRSs") and the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") which are effective for the Group's financial year beginning 1 April 2020:

Amendments to HKFRS 3	Definition of a Business
Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

The application of Amendments to References to the Conceptual Framework in HKFRSs and the amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and position for the current and prior years and on the disclosures set out in these consolidated financial statements.

Amendments to HKFRS 3, Definition of a Business

The amendments clarify the definition of a business and provide further guidance on how to determine whether a transaction represents a business combination. In addition, the amendments introduce an optional “concentration test” that permits a simplified assessment of whether an acquired set of activities and assets is an asset rather than business acquisition, when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The Group has applied the amendments prospectively to transactions for which the acquisition date is on or after 1 April 2020. These amendments had no impact on the consolidated financial statements in the current year.

Amendments to HKFRS 7, HKFRS 9 and HKAS 39, Interest Rate Benchmark Reform

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. These amendments had no impact on the consolidated financial statements of the Group as it does not have any interest rate hedge relationships.

Amendments to HKAS 1 and HKAS 8, Definition of Material

The amendments provide a new definition of material that states “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity”. The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

The application of these amendments in the current year had no impact on the consolidated financial statements.

New and revised HKFRSs issued but not yet effective

The Group has not early applied the following new and amendments to HKFRSs and interpretation that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and related Amendments ⁵
Amendments to HKFRS 3	Reference to Conceptual Framework ³
Amendments to HKFRS 10 and HKAS 28	Sale and Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKAS 1	Classification of Liabilities as Current or non-current and the related amendments to Hong Kong Interpretation 5 (2020)
	Presentation of Financial Statement – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ⁵
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use ³
Amendments to HKFRS 37	Onerous Contracts – Cost of Fulfilling a Contract ³
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2 ¹
Amendments to HKFRS 16	Covid-19 – Related Rent Concessions ⁴
Amendments to HKFRS 16	Covid-19 – Related Rent Concessions beyond 30 June 2021 ⁶
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018 – 2020 cycle ³
Amendments to HKAS 1 and Practice Statement 2	Disclosure of Accounting Policies ⁵
Amendments to HKAS 8	Definition of Accounting Estimates ⁵
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ⁵

¹ Effective for annual periods beginning on or after 1 January 2021

² Effective for annual periods beginning on or after a date to be determined

³ Effective for annual periods beginning on or after 1 January 2022

⁴ Effective for annual periods beginning on or after 1 June 2020

⁵ Effective for annual periods beginning on or after 1 January 2023

⁶ Effective for annual periods beginning on or after 1 April 2021

The directors of the Company anticipate that the application of new and revised HKFRSs will have no material impact on the results and the consolidated statement of financial position of the Group.

3. REVENUE

Revenue represents revenue arising on provision of digital advertisement placement services, social media management services and creative and technology services. The following is an analysis of the Group's revenue for the year:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Revenue from contract with customers within the scope of HKFRS 15		
Digital advertisement placement services	11,760	17,522
Social media management services	62,332	72,745
Creative and technology services	67,299	63,137
	141,391	153,404

Revenue recognised during the year ended 31 March 2021 that was included in the contract liabilities at the beginning of the year is approximately HK\$8,815,000 (2020: HK\$3,346,000). There was no revenue recognised in the current year that related to performance obligations that were satisfied in a prior year.

Most of the contracts with customers of the Group are less than one year. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has right to invoice. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

An analysis of the Group's revenue by segments is set out in note 4 below.

4. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of services provided. The directors of the Company have chosen to organise the Group around differences in services. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group. Specifically, the Group’s reportable segments are as follows:

1. Digital Advertisement Placement Services – Provision of advertisement placement services through digital media;
2. Social Media Management Services – Provision of set-up, maintenance and monitor services on corporate profile pages through the social media platforms; and
3. Creative and Technology Services – Provision of integrated marketing solutions services and other creative services involving design and copywriting of digital advertisements, production of corporate profile pages, website and apps, and related consultation.

Segment profit represents the gross profit attributable to each segment. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance. Segment assets and liabilities are not reported to the Group’s CODM regularly.

Segment revenue and results

The following is an analysis of the Group’s revenue and results by reportable and operating segment.

For the year ended 31 March 2021

	Digital Advertisement Placement Services <i>HK\$’000</i>	Social Media Management Services <i>HK\$’000</i>	Creative and Technology Services <i>HK\$’000</i>	Total <i>HK\$’000</i>
REVENUE				
External sales and segment revenue	<u>11,760</u>	<u>62,332</u>	<u>67,299</u>	<u>141,391</u>
Segment results	<u>3,618</u>	<u>17,054</u>	<u>19,013</u>	39,685
Unallocated other income, gain or losses				10,997
Unallocated selling expenses				(17,851)
Unallocated administrative expenses				(48,349)
Unallocated finance cost				(352)
Impairment loss on amounts due from associates				(23)
Change in fair value of financial assets at fair value through profit or loss				<u>(19)</u>
Loss before tax				<u>(15,912)</u>

For the year ended 31 March 2020

	Digital Advertisement Placement Services <i>HK\$'000</i>	Social Media Management Services <i>HK\$'000</i>	Creative and Technology Services <i>HK\$'000</i>	Total <i>HK\$'000</i>
REVENUE				
External sales and segment revenue	<u>17,522</u>	<u>72,745</u>	<u>63,137</u>	<u>153,404</u>
Segment results	<u>4,468</u>	<u>28,762</u>	<u>16,597</u>	49,827
Unallocated other income, gain or losses				2,079
Unallocated selling expenses				(22,656)
Unallocated administrative expenses				(53,458)
Unallocated finance cost				(166)
Share of losses of associates				(99)
Impairment loss on amounts due from associates				(245)
Impairment loss recognised for interests in associates				(602)
Change in fair value of financial assets at fair value through profit or loss				<u>(565)</u>
Loss before tax				<u><u>(25,885)</u></u>

Other segment information

For the year ended 31 March 2021

	Digital Advertisement Placement Services <i>HK\$'000</i>	Social Media Management Services <i>HK\$'000</i>	Creative and Technology Services <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Amounts included in the measure of segment results:					
Depreciation of plant and equipment	223	1,183	1,276	–	2,682
Provision of impairment loss in respect of trade receivables, net	451	514	17	–	982
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss:					
Depreciation of investment properties	–	–	–	415	415
Depreciation of right-of-use assets	–	–	–	5,314	5,314
Impairment loss on amounts due from associates	–	–	–	23	23
Bank interest income	–	–	–	(40)	(40)
Dividends from financial asset at FVTPL	–	–	–	(76)	(76)
Income tax expense	–	–	–	334	334
Finance cost	–	–	–	352	352
Gain on disposal of investment properties	–	–	–	(532)	(532)

For the year ended 31 March 2020

	Digital Advertisement Placement Services <i>HK\$'000</i>	Social Media Management Services <i>HK\$'000</i>	Creative and Technology Services <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Amounts included in the measure of segment results:					
Depreciation of plant and equipment	349	1,373	1,195	–	2,917
Provision (reversal) of impairment loss in respect of trade receivables, net	280	(785)	618	–	113
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss:					
Depreciation of investment properties	–	–	–	644	644
Depreciation of right-of-use assets	–	–	–	5,886	5,886
Impairment loss on amounts due from associates	–	–	–	245	245
Bank interest income	–	–	–	(25)	(25)
Dividends from financial asset at FVTPL	–	–	–	(160)	(160)
Income tax expense	–	–	–	321	321
Finance cost	–	–	–	166	166
Gain on disposal of investment properties	–	–	–	(788)	(788)
Share of losses of associates	–	–	–	99	99
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Geographic information

The Group's operations are located in Hong Kong (place of domicile), the PRC and Taiwan.

The Group's revenue from external customers based on location of customers and information about its non-current assets other than financial instruments by geographical location are detailed as below:

	Revenue from external customers		Non-current assets (excluding financial instruments)	
	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
The PRC	25,689	43,996	805	1,619
Taiwan	2,767	1,626	–	56
Hong Kong (place of domicile)	112,935	107,782	20,607	26,890
	141,391	153,404	21,412	28,565

Information about major customers

The largest customer constitutes less than 10% of the Group's total revenue for both years.

5. OTHER INCOME, GAINS OR LOSSES

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Dividends from financial assets at FVTPL	76	160
Rental income from investment properties	64	170
Bank interest income	40	25
Gain on disposal of investment properties	532	788
Government subsidies (<i>note</i>)	8,508	–
Net exchange gain	1,457	–
Sundry income	320	936
	<u>10,997</u>	<u>2,079</u>

Note:

Government subsidies are cash subsidies granted by The Government of the Hong Kong Special Administrative Region under Anti-Epidemic Fund amounting to approximately HK\$8,508,000 from the Employment Support Scheme which subsidised 50% of the wages paid to each staff, subject to maximum of HK\$9,000 for each staff respectively. The Group has complied with all attached conditions during the year ended 31 March 2021 and recognised the amounts in profit or loss in “other income, gains or loss”.

6. INCOME TAX EXPENSE

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Current tax:		
PRC Enterprise Income Tax	886	249
Taiwan Corporate Income Tax	39	63
	<u>925</u>	<u>312</u>
(Over) under provision in prior year:		
PRC Enterprise Income Tax	(591)	9
	<u>334</u>	<u>321</u>

No provision for Hong Kong Profits Tax has been made for the years ended 31 March 2021 and 2020 as there was no assessable profit for both years.

Under the Law of the PRC on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Corporate Income Tax in Taiwan is charged at 20% for the Year.

Pursuant to the laws and regulations of the Cayman Islands and the British Virgin Islands (the “**BVI**”), the Group is not subject to any income tax in the Cayman Islands and the BVI.

7. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging (crediting):

	2021	2020
	HK\$'000	HK\$'000
Directors' and chief executive's emoluments	22,783	17,521
Other staff costs (excluding directors' and chief executive's emoluments)	49,607	63,997
Retirement benefits scheme contributions (excluding directors' and chief executive's emoluments)	2,477	3,704
	<u>74,867</u>	<u>85,222</u>
Total staff costs		
Gross rental income from investment properties	(64)	(170)
Less:		
Direct operating expenses incurred for investment properties that generated rental income during the year	13	68
Direct operating expenses incurred for investment properties that did not generate rental income during the year	72	102
	<u>21</u>	<u>-</u>
Auditor's remuneration	408	400
Depreciation of right-of-use assets	5,314	5,886
Depreciation of plant and equipment	2,682	2,917
Depreciation of investment properties	415	644
Provision of impairment loss on trade receivables, net	982	113
Impairment loss on amounts due from associates	23	245
Impairment loss recognised for interest in associates	-	602
Net foreign exchange (gain) loss	(1,457)	1,542
Rental expenses on short term leases in respect of related premises	-	1,140

8. DIVIDEND

No dividend was paid or proposed during the years ended 31 March 2021 and 2020, nor has any dividend been proposed since the end of the reporting period.

9. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

Loss	2021 HK\$'000	2020 HK\$'000
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	<u>(16,246)</u>	<u>(26,206)</u>
Number of shares	2021 '000	2020 '000
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>1,667,200</u>	<u>1,667,200</u>

Diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares outstanding during the years.

10. INVESTMENT PROPERTIES

	<i>HK'000</i>
COST	
At 1 April 2019	27,727
Additions	75
Disposal	<u>(5,146)</u>
At 31 March 2020	22,656
Additions	21
Disposal	(8,876)
Transferred to asset classified as held for sale	<u>(3,898)</u>
At 31 March 2021	<u>9,903</u>
ACCUMULATED DEPRECIATION	
At 1 April 2019	963
Provided for the year	644
Disposal	<u>(291)</u>
At 31 March 2020	1,316
Provided for the year	415
Disposal	(688)
Transferred to asset classified as held for sale	<u>(268)</u>
At 31 March 2021	<u>775</u>
CARRYING VALUES	
At 31 March 2021	<u><u>9,128</u></u>
At 31 March 2020	<u><u>21,340</u></u>

The above investment properties are depreciated on a straight-line basis over shorter of the term of the lease and 40 years.

The fair value of the Group's investment properties as at 31 March 2021 was approximately HK\$10,674,000 (2020: HK\$22,942,000), which was determined by the Directors. The valuation performed by the directors of the Company was made by reference to recent market prices for properties in the similar locations and conditions.

The following table gives information about how the fair values of the investment properties as at 31 March 2021 are determined.

		Fair value at 31 March 2021 <i>HK\$'000</i>	Fair value at 31 March 2020 <i>HK\$'000</i>	Valuation technique and key inputs
Investment properties	Level 2	10,674	22,942	Market comparison approach – By reference to recent sales price of comparable properties on a price per square foot basis using market data which is publicly available.

11. FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (“FVTOCI”)

Investments comprise:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Unlisted investments	<u>1,250</u>	<u>2,500</u>

The above unlisted equity investments represent investment in unlisted equity securities issued by private entities incorporated in Cayman Islands.

These investments in equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments’ fair value in profit or loss would not be consistent with the Group’s strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

During the year ended 31 March 2020, the Group has disposed of an equity investment designated at FVTOCI with initial investment cost of approximately HK\$1,500,000 at consideration of HK\$18. At the date of disposal, the fair value of such investment was nil and the cumulative gain on disposal was HK\$18. The management considered the investee would be unlikely to be profitable in the future and therefore disposed of the investment during the year.

Subsequently in June 2021, the Group has disposed of the equity investment designated at FVTOCI with initial investment cost of approximately HK\$2,500,000 at consideration of HK\$1,250,000. At the date of disposal, the fair value of such investment was HK\$1,250,000 and the gain on disposal was nil. The management considered the investee would be unlikely to be profitable in the future and therefore disposed of the investment.

12. TRADE RECEIVABLES

The Group allows an average credit period of 30 to 60 days (2020: 30 to 60 days) to its trade customers.

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Trade receivables	29,269	39,050
Less: allowance for impairment of trade receivables	(12,503)	(11,302)
	16,766	27,748
Unbilled receivables	4,591	3,101
	21,357	30,849

The Group does not hold any collateral over these receivables.

The following is an ageing analysis of trade receivables, net of impairment, presented based on the date of rendering services, which approximates the respective revenue recognition dates, at the end of the reporting period.

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
– 0 to 60 days	15,592	18,835
– 61 to 90 days	310	1,453
– Over 90 days	864	7,460
	16,766	27,748

The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit loss (“ECL”). The Group recognised lifetime ECL for trade receivables based on individually significant customer as follows:

As at 31 March 2021, the director of the Company considered to the ECL rate is insignificant for not credit-impaired debtors (including unbilled receivables) with gross carrying amount of approximately HK\$21,357,000 (2020: HK\$30,849,000) and ECL allowance amounted to nil (2020: nil).

As at 31 March 2021, the director of the Company considered to the ECL rate is 100% (2020: 100%) for accounts receivables from credit-impaired customers with gross carrying amount of approximately HK\$12,503,000 (2020: HK\$11,302,000) and ECL allowance amount of HK\$12,503,000 (2020: HK\$11,302,000).

The movement in the allowance for impairment on trade receivables is set out below:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
At the beginning of the financial year	11,302	11,501
Provision of impairment loss	1,163	1,146
Impairment losses reversed	(181)	(1,033)
Amount written off as uncollectible	(109)	(47)
Exchange realignment	328	(265)
	<u>12,503</u>	<u>11,302</u>
At the end of the financial year	12,503	11,302

Included in trade receivables are the following amounts denominated in currencies other than the functional currency of the respective reporting entities of the Group:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
USD	3,232	167
EUR	1,355	–
RMB	–	620
	<u>–</u>	<u>620</u>

13. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Listed securities held for trading, at fair value:		
Equity securities listed in Hong Kong (<i>Note (a)</i>)	67	98
	<u>67</u>	<u>98</u>
Fund investment, at fair value		
Listed fund (<i>Note (b)</i>)	4,283	202
Unlisted fund (<i>Note (c)</i>)	1,013	768
	<u>5,296</u>	<u>970</u>
Total	5,363	1,068
	<u>5,363</u>	<u>1,068</u>

Notes:

- (a) The investments above include investments in quoted equity securities that offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate. The fair values of these securities are based on closing quoted market prices on the last market day of the financial year.

- (b) At 31 March 2021, the Group's listed funds investments comprised an investment fund domiciled in Hong Kong with a fair value of approximately HK\$4,283,000, with an aggregate initial investment cost of approximately HK\$4,654,000.

At 31 March 2020, the Group's listed funds investments comprised an investment fund domiciled in Hong Kong with a fair value of approximately HK\$202,000, with an aggregate initial investment cost of approximately HK\$391,000.

- (c) As at 31 March 2021, the Group's unlisted funds investments comprised an investment fund domiciled in Hong Kong with a fair value of approximately HK\$1,013,000 with an aggregate initial investment cost of approximately HK\$1,000,000. The investments are measured at fair value derived from observable market values of underlying assets at the end of the reporting period.

As at 31 March 2020, the Group's unlisted funds investments comprised an investment fund domiciled in Hong Kong with a fair value of approximately HK\$768,000 with an aggregate initial investment cost of approximately HK\$1,000,000. The investments are measured at fair value derived from observable market values of underlying assets at the end of the reporting period.

Included in held for trading investments are the following amounts denominated in currencies other than the functional currency of the respective reporting entities of the Group:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
USD	5,296	970

14. TRADE AND OTHER PAYABLES

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Trade payables	28,298	20,319
Other payables	2,966	6,128
	31,264	26,447

Included in trade payable amounted approximately HK\$9,572,000 (2020: HK\$8,132,000) due to a company partially-owned by a substantial shareholder of the Company. The amount is trade nature and unsecured.

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period.

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Within 30 days	5,363	4,168
31 to 60 days	7,179	2,643
Over 60 days	15,756	13,508
	28,298	20,319

The trade payables were due according to the terms stated in the relevant contracts. The average credit period on purchase of services is 30 to 60 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

As at 31 March 2021, included in the balances of the trade payables were aggregate balances of approximately HK\$16,000 (2020: HK\$16,000) which were payables to the associates of the Group, arising from acquisition of services in general trade credit term.

Included in the trade payables are the following amounts denominated in currencies other than the functional currency of the relevant group entities:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
USD	5,833	130
RMB	2,033	1,165

15. ASSET CLASSIFIED AS HELD FOR SALE

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Carrying amount at the beginning of the year	–	–
Additions	3,630	–
Carrying amount at the end of the year	3,630	–

On 25 February 2021, the Group entered into a provisional sales and purchase agreement for disposal of an investment property at consideration of approximately HK\$3,750,000. The investment property is classified as asset classified as held for sale and expected to be sold within twelve months.

The disposal was completed in April 2021 and result in a gain on disposal of investment property of approximately HK\$93,000, net of direct costs to sell amounted approximately HK\$27,000.

The fair value less cost to sell is expected to exceed the net carrying amount of the asset and, accordingly, no impairment loss has been recognised on the asset as held for sale.

MANAGEMENT DISCUSSION AND ANALYSIS

INTRODUCTION

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 sizeable 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.

BUSINESS REVIEW

The Group offers a range of integrated digital marketing services including (i) social media management services; (ii) digital advertisement placement services; and (iii) creative and technology services.

During the Year, the global outbreak of COVID-19 resulted in economic slowdowns and upheavals in many countries, even as the Group's overall performance was also adversely affected by a number of unfavorable factors. The pandemic has battered the tourism and retail industries, prompting customers to postpone or suspend promotional activities. However, as the epidemic eased and as it changed work models around the world which spawned an upsurge in "work-from-home" and distance-learning arrangements, the time spent online by consumers spiked to a record high and also fueled customers' demand for online products or services, thereby creating new opportunities for the Group. In the face of COVID-19 challenges, the Group put in place flexible work arrangements and adopted a remote-work model for use in times of severe epidemic conditions to ensure the safety of employees while maintaining close contacts with customers and to minimize the pandemic's impact.

The Hong Kong market delivered to the Group a more stable performance than that of other regions. This was due mainly to the fact that the Group has built in the city over the years a solid and diversified customer base, and consumers had no choice but to stay home for extended periods due to the pandemic. Hence, brand customers were able to reach out to their target customers more frequently by taking advantage of digital marketing. The Group also observed that certain brand customers had stronger demand for services, such as live broadcasts and AR, as well as online "Chatbot", big data and video products which can meet the different needs of customers. The Group's customers have also launched AR online promotion programs on social platforms which enabled consumers to experience products and get to know them more in a more realistic manner. This has also greatly boosted consumers' desire to shop online from the comforts of home while enjoying greater convenience. Consumers have spent more time online than before the pandemic's easing. Under the "new normal", effective digital marketing services enable companies to maintain interactions with their target audiences and generate marketing benefits.

As for the China market, the Group mainly served foreign tourism customers in the past. However, since the global tourism industry grounded to a halt in the wake of the pandemic, related customers cancelled or postponed promotional activities, thereby inevitably affecting the Group's business. The Group originally expected that the launch of vaccination programs in countries around the world would create favorable conditions for the resumption of cross-border travel and tourism. However, preliminary assessments by customers and recent cross-border tourism data have provided indications that the outlook for the related market remains grim.

The Group established an office in the Taiwan in 2019 to support initially the operational needs of Hong Kong customers. During the year, the office also provided services to local customers, comprised mainly of general consumer goods clients. Although the Taiwan office is relatively small in scale, it offers potential for further expansion in the future.

FINANCIAL REVIEW

Revenue

The Group's revenue was generated from the integrated digital marketing business which divided from the provision of (i) social media management services; (ii) digital advertisement placement services; and (iii) creative and technology services. For the Year, our total revenue amounted to approximately HK\$141.39 million (2020: approximately HK\$153.40 million).

For the Year, our revenue generated from (i) social media management services amounted to approximately HK\$62.33 million (2020: approximately HK\$72.75 million), representing approximately 44.08% of our total revenue (2020: approximately 47.43%); (ii) digital advertisement placement services amounted to approximately HK\$11.76 million (2020: approximately HK\$17.52 million), representing approximately 8.32% of our total revenue (2020: approximately 11.42%); (iii) creative and technology services amounted to approximately HK\$67.30 million (2020: approximately HK\$63.14 million), representing approximately 47.60% of our total revenue (2020: approximately 41.15%).

Overall, our total revenue decreased by approximately 7.83% from approximately HK\$153.40 million for the year ended 31 March 2020 to approximately HK\$141.39 million for the Year. Such decrease was mainly driven by the decrease in revenue generated from digital advertisement placement services and social media management services.

Other income, gains or losses

Our other income, gains or losses of the Group increased from approximately HK\$2.08 million for the year ended 31 March 2020 to approximately HK\$11.00 million for the Year. Such increase was mainly attributable to the subsidy income received from the Hong Kong Government under the Employment Support Scheme.

Selling expenses

Staff costs

Our staff costs mainly comprised the salaries and performance bonus payable to the Directors, service teams, executives and staff of the Group, as well as payments to the Mandatory Provident Fund Scheme.

For the year ended 31 March 2020 and the Year, our staff cost under selling expenses amounted to approximately HK\$9.05 million and HK\$8.72 million, representing approximately 5.90% and 6.17% of our revenue, respectively.

Sales commission

For the year ended 31 March 2020 and the Year, our sales commission amounted to approximately HK\$5.26 million and HK\$3.44 million, representing approximately 3.43% and 2.43% of our total revenue, respectively.

Marketing-related expenses

For the year ended 31 March 2020 and the Year, our marketing-related expenses amounted to approximately HK\$3.44 million and HK\$2.54 million, representing approximately 2.24% and 1.80% of our revenue, respectively.

Administrative expenses

Our administrative expenses decreased from approximately HK\$56.30 million for the year ended 31 March 2020 to approximately HK\$51.19 million for the Year. Our administrative expenses mainly comprised administrative staff costs, foreign exchange loss, depreciation of right-of-use assets, utility expenses, building management fees, recruitment-related expenses and legal and professional fees. The decrease in our administrative expenses for the Year was mainly due to the decrease in administrative staff costs.

Finance costs

Our finance costs remained stable at approximately HK\$0.20 million for the Year (2020: HK\$0.17 million). This item comprises interest expense on lease liabilities.

Income tax expense

The income tax expense increased from HK\$0.32 million for the year ended 31 March 2020 to approximately HK\$0.33 million for the Year, which was mainly attributable to the increase in PRC Enterprise Income Tax and Taiwan Corporate Income Tax for the Year.

Loss for the Year attributable to owners of the Company

For the Year, loss attributable to owners of the Company amounted approximately HK\$16.25 million, as compared to approximately HK\$26.21 million for the year ended 31 March 2020. The decrease in loss attributable to owners of the Company was mainly due to (i) the continuing implementation of the expense control policy, via which there was a decrease in staff costs incurred in administrative expenses; (ii) a decrease in marketing-related expenses incurred in selling expenses; and (iii) the subsidy income received from the Hong Kong Government under the Employment Support Scheme received during the Year.

LIQUIDITY AND CAPITAL RESOURCES

As at 31 March 2021, the Group's current ratio was 1.07, compared to 1.19 as at 31 March 2020. The decrease in current ratio was mainly due to increase in trade and other payables, lease liabilities and accrued expenses. As at 31 March 2021, the Group's bank balances and cash amounted to approximately HK\$33.50 million (2020: approximately HK\$24.57 million).

The total interest-bearing loans and borrowings (interest-bearing bank borrowings and bank overdrafts) of the Group as at 31 March 2021 were nil (2020: Nil).

During the Year, the Group did not experience any withdrawal of facilities, default in payment of trade and other payables, bank borrowing or breach of financial covenants. As at 31 March 2021, there was no amount due to related parties (2020: Nil). The Group does not have a foreign currency hedging policy. However, we monitor our exposure to foreign currency risk on an ongoing basis and would consider hedging against significant foreign currency exposure should it be necessary. The Group's financial position remained solid and we have sufficient bank balances and cash denominated in RMB to meet our foreign exchange liabilities as they become due.

CAPITAL STRUCTURE

On 29 May 2015 (the "**Listing Date**"), the shares of the Company (the "**Shares**") were successfully listed on GEM of the Stock Exchange. Since the Listing Date, the Company's capital structure has not changed. Our equity consists only of ordinary shares. As at the date of this announcement, the Company's issued share capital amounted to HK\$16,672,000 and the number of issued ordinary shares was 1,667,200,000 with a par value of HK\$0.01 each. Our contract commitments mainly involve leases of office properties.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save for the business plan as disclosed in the prospectus of the Company dated 22 May 2015 (the “**Prospectus**”) or otherwise disclosed in this announcement, the Group did not have any future plans for material investments or capital assets as at 31 March 2021.

SIGNIFICANT INVESTMENTS HELD

Financial assets at fair value through other comprehensive income

	As at 31 March 2021 HK\$'000	As at 31 March 2020 HK\$'000
Unlisted investments	<u>1,250</u>	<u>2,500</u>

As at 31 March 2021, the Group had unlisted investments at fair value of approximately HK\$1.25 million which had been classified as non-current assets (2020: approximately HK\$2.50 million). These investments in equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the Directors have elected to designate these investments in equity instruments at fair value through other comprehensive income as they believe that recognising short-term fluctuations of these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding them for long-term investment purposes and realising their performance potential in the long run.

Financial asset at fair value through profit or loss

The following table sets out the particulars and movement of our financial asset at fair value through profit or loss at the end of the reporting period:

Name/fund details	Nature of business	Number of shares/Units held as at 31 March 2021	Carrying amount as at 31 March 2020 HK\$'000	Acquisition (Disposal) during the Year HK\$'000	Unrealised gain (loss) on change in fair value during the Year HK\$'000	Realised gain (loss) on disposal during the Year HK\$'000	Carrying amount as at 31 March 2021 HK\$'000	Percentage to the Group's total assets as at 31 March 2021	Dividend received during the Year HK\$'000
SIS International Holdings Limited	Note	50,000	98	-	(31)	-	67	0.07%	1
Listed equity security			98	-	(31)	-	67	0.07%	1
JPMorgan Vietnam Opportunities Fund USD-acc	Investment in fund	2,298.85	202	(340)	190	(52)	-	-	-
Baillie Gifford Worldwide Funds Plc – Long Term Global Growth A-USD-acc	Investment in fund	8,302.18	-	1,551	(116)	-	1,435	1.53%	-
BlackRock Global Funds SICAV – Next Generation Technology A2-USD-capitalisation	Investment in fund	7,413.68	-	1,551	(119)	-	1,432	1.52%	-
Morgan Stanley Inv. Funds SICAV – Global Endurance Fund	Investment in fund	2,715.12	-	1,552	(136)	-	1,416	1.51%	-
Listed fund investments			202	4,314	(181)	(52)	4,283	4.56%	-
Manulife Inv Allianz and Growth Fund (dist)	Investment in fund	128,187.25	768	-	245	-	1,013	1.08%	75
Unlisted fund investments			768	-	245	-	1,013	1.08%	75
Total			1,068	4,314	33	(52)	5,363	5.71%	76

Note: Distribution of mobile and IT products, investments in promising businesses and investments in real estate.

Investment properties

As at 31 March 2021, the Group had investment properties measured at cost less accumulated depreciation and impairment, and the aggregate carrying amount of which amounted to approximately HK\$9.13 million (2020: approximately HK\$21.34 million). As at 31 March 2021, the Group's investment properties consisted of 2 car parks spaces and 1 leasehold premises (2020: 5 car parks spaces and 3 leasehold premises). The investment properties were purchased from different parties at consideration ranging from approximately HK\$2 million to HK\$6.36 million. The fair value of the investment properties as at 31 March 2021 was approximately HK\$10.67 million (2020: approximately HK\$22.94 million). The Group intends to hold the investment properties for capital appreciation.

Save as disclosed above and the investments in subsidiaries and associates by the Company, the Group did not hold any significant investments during the Year.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 March 2021 (2020: Nil).

CHARGE OF ASSETS

The Group did not have any charges on its assets as at 31 March 2021 (2020: Nil).

FOREIGN EXCHANGE EXPOSURE

As at 31 March 2021, the Group had a portion of its bank deposits denominated in RMB. The Group does not have a foreign currency hedging policy but the management of the Group monitors the Group's exposure to foreign currency risk and would consider taking appropriate actions when necessary. The above-mentioned bank deposits denominated in RMB amounted to approximately HK\$2.53 million as at 31 March 2021 (2020: approximately HK\$1.57 million).

GEARING RATIO

As at 31 March 2021, the Group did not have any interest-bearing debt and hence gearing ratio was not applicable (2020: Nil).

DIVIDEND

The Board has resolved not to recommend a final dividend for the Year (2020: Nil).

TREASURY POLICIES

The Group has adopted a conservative approach towards its treasury policies. The credit risk facing the Group is primarily attributable to trade receivables, rental deposits, amounts due from associates, and bank balances. In order to minimise the credit risk, the management of the Group regularly reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. Through these actions, the Directors considered that the Group's credit risk on trade debts has been significantly reduced. Our concentration of credit risk by geographical locations is mainly in Hong Kong, which accounted for approximately 69% and 83% of the total trade receivables as at 31 March 2021 and 2020, respectively.

Amounts due from associates are continuously monitored by assessing the creditworthiness of the counterparties, taking into account their financial position, payment history and other factors. Where necessary, an impairment loss is made for estimated irrecoverable amounts. The credit risk on bank balances and equity investments is considered to be limited because the counterparties were banks and large corporations, respectively, with high credit ratings assigned by international credit-ratings agencies. Save and except for the pledged bank deposit mentioned above, none of the Group's financial assets were secured by collateral or other credit enhancements.

FINANCIAL KEY PERFORMANCE INDICATORS

For the Year, our total revenue amounted to approximately HK\$141.39 million (2020: approximately HK\$153.40 million). Loss attributable to owners of the Company amounted to approximately HK\$16.25 million (2020: HK\$26.21 million). Loss per share attributable to owners of the Company for the Year was HK0.97 cents (2020: HK1.57 cents).

During the Year, the Group recorded a decrease in loss mainly due to (i) the continuing implementation of the expense control policy, via which there was a decrease in staff costs incurred in administrative expenses; (ii) a decrease in marketing-related expenses incurred in selling expenses; and (iii) the subsidy income received from the Hong Kong Government under the Employment Support Scheme received during the Year.

As at 31 March 2021, the current ratio was approximately 1.07 (2020: approximately 1.19). The Group did not have any interest-bearing debt and hence gearing ratio was not applicable as at 31 March 2021 (2020: Nil). The Group's financial position remained solid.

CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings concerning securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Model Code**”) as its own code governing securities transactions of the Directors. Having made specific enquiry of all the Directors, all of them confirmed that they have fully complied with the required standard of dealings as set out in the Model Code during the Year and up to the date of this announcement.

Pursuant to Rule 5.66 of the Model Code, the Directors have also requested any employee of the Company or director or employee of a subsidiary of the Company who, because of his office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company, not to deal in securities of the Company when he would be prohibited from dealing by the Model Code as if he/she were a Director.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any securities of the Company during the Year.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board strives to uphold the principles of corporate governance as set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 to the GEM Listing Rules, and adopted various measures to enhance the internal control system, the Directors' continuous professional development and other areas of practice of the Company. While the Board strives to maintain a high level of corporate governance, it also works hard to create values and achieve higher return for its Shareholders. The Board will continue to conduct reviews and improve the quality of corporate governance practices with reference to local and international standards.

For the Year, the Company has complied with the code provisions, other than Provision A.2.1 and A.6.7 of the CG Code.

Provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Yip Shek Lun (“**Mr. Alan Yip**”) is the chairman of the Board and the chief executive officer of the Company and has been managing the Group’s business and overall strategic planning since its establishment. The Directors believe that the vesting of the roles of chairman of the Board and chief executive officer in Mr. Alan Yip is beneficial to the business operations and management of the Group as it provides a strong and consistent leadership to the Group and that the current management has been effective in the development of the Group and the implementation of business strategies under the leadership of Mr. Alan Yip. In allowing the two roles to be vested in the same person, the Group believes both positions require in-depth knowledge and considerable experience of the Group’s business and Mr. Alan Yip is the most suitable person to occupy both positions for effective management of the Group. Accordingly, the Company has not segregated the roles of its chairman of the Board and chief executive officer as required by Provision A.2.1 of the CG Code.

Provision A.6.7 of the CG Code requires that independent non-executive directors and other non-executive directors shall attend general meetings and develop a balanced understanding of the views of shareholders. Ms. Cheung Laam and Mr. Wang Zhong Lei, being the then non-executive Directors did not attend the Company’s annual general meeting held on 7 August 2020 due to their other unexpected business engagements.

AUDIT COMMITTEE

The Board has established an audit committee (“**the Audit Committee**”) pursuant to a resolution of the Directors passed on 20 May 2015 with written terms of reference as revised on 31 December 2018 in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules. The written terms of reference of the Audit Committee were adopted in compliance with Provisions C3.3 and C3.7 of the CG Code.

The Audit Committee comprises three members, namely, Mr. Tso Ping Cheong, Brian, Mr. David Tsoi and Mr. Hong Ming Sang, who are independent non-executive Directors. Mr. Tso Ping Cheong, Brian, who has the appropriate professional qualifications and experience in accounting matters, is the chairman of the Audit Committee. The audited annual results of the Group for the Year have been reviewed by the Audit Committee.

EVENTS AFTER THE REPORTING PERIOD

On 11 June 2021, the Company proposed to implement the share consolidation (the “**Share Consolidation**”) on the basis that every ten (10) issued and unissued ordinary shares in the share capital of the Company prior to the Share Consolidation will be consolidated into one (1) consolidated share of per value of HK\$0.10 each. The Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the Company’s extraordinary general meeting. For further details, please refer to the announcement of the Company dated 11 June 2021.

Save as disclosed above, there was no other significant event occurring subsequent to 31 March 2021 and up to the date of this announcement.

ANNUAL GENERAL MEETING

It is proposed that the forthcoming annual general meeting of the Company (the “AGM”) will be held on Friday, 6 August 2021. A notice convening the AGM will be published and despatched to the shareholders of the Company in the manner required by the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 2 August 2021 to Friday, 6 August 2021, both days inclusive, for the purpose of determining the entitlement of the members of the Company to attend and vote at the AGM. No transfer of shares can be registered during the said period. In order to be qualified to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 30 July 2021.

By Order of the Board
Guru Online (Holdings) Limited
Yip Shek Lun
*Chairman of the Board, Chief Executive Officer
and Executive Director*

Hong Kong, 17 June 2021

As at the date of this announcement, the executive Directors are Mr. Yip Shek Lun, Mr. Ng Chi Fung and Ms. Wan Wai Ting; the non-executive Directors are Ms. Cheung Laam and Mr. Wang Zhong Lei, and the independent non-executive Directors are Mr. Tso Ping Cheong, Brian, Mr. David Tsoi, Mr. Hong Ming Sang and Mr. Lam Tung Leung.

This announcement will remain on the GEM’s website at www.hkgem.com 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.