

GURU 2020

FIRST QUARTERLY REPORT



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Manifesting the transformative force of digitalisation

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



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*This report, for which the directors (collectively the “**Directors**” and each, the “**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 report 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 report misleading.*

The board of Directors (the “Board”) of the Company is pleased to present the unaudited condensed consolidated results of the Group for the three months ended 30 June 2020 (the “Period”) together with the unaudited comparative figures for the corresponding period in 2019 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 June 2020

	NOTES	Three months ended 30 June 2020 (unaudited) HK\$'000	2019 (unaudited) HK\$'000
Revenue	4	30,002	40,984
Cost of services		(20,854)	(27,326)
Gross profit		9,148	13,658
Other income, gains or losses	5	449	104
Selling expenses		(4,585)	(6,910)
Administrative expenses		(10,901)	(14,173)
Reversal of impairment loss on trade receivables		103	54
Finance costs		(44)	–
Share of loss of associates		–	(6)
Change in fair value of financial assets at fair value through profit or loss		42	(76)
Loss before tax		(5,788)	(7,349)
Income tax expense	6	(211)	(212)
Loss for the period attributable to owners of the Company	8	(5,999)	(7,561)
Other comprehensive income			
<i>Item that will be subsequently reclassified to profit or loss:</i>			
Exchange differences arising on translating foreign operations		353	281
Other comprehensive income for the period		353	281
Total comprehensive expense for the period attributable to owners of the Company		(5,646)	(7,280)
Loss per share			
Basic and diluted (HK cent)	9	(0.36)	(0.45)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2020

	Share capital HK\$'000	Share premium HK\$'000	Exchange reserve HK\$'000	Other reserve (Note) HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2020 (audited)	16,672	78,559	759	46,657	(99,881)	42,766
Loss for the Period	-	-	-	-	(5,999)	(5,999)
Other comprehensive income for the Period						
– Exchange differences arising on translating foreign operations	-	-	353	-	-	353
Total comprehensive income (expense) for the Period	-	-	353	-	(5,999)	(5,646)
At 30 June 2020 (unaudited)	16,672	78,559	1,112	46,657	(105,880)	37,120

Note:

Other reserve represented the difference between the nominal amount of the share capital and share premium of AdBeyond Holdings Limited and the nominal amount of the share capital issued by the Company pursuant to the group reorganisation on 16 May 2015.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

For the three months ended 30 June 2019

	Share capital	Share premium	Financial asset revaluation reserve	Exchange reserve	Other reserve (Note)	Accumulated losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2019 (audited)	16,672	78,559	(1,500)	4	46,657	(72,175)	68,217
Loss for the period	-	-	-	-	-	(7,561)	(7,561)
Other comprehensive income for the period							
– Exchange differences arising on translating foreign operations	-	-	-	281	-	-	281
Total comprehensive income (expense) for the period	-	-	-	281	-	(7,561)	(7,280)
Disposal of financial asset at fair value through other comprehensive income	-	-	1,500	-	-	(1,500)	-
At 30 June 2019 (unaudited)	16,672	78,559	-	285	46,657	(81,236)	60,937

Note:

Other reserve represented the difference between the nominal amount of the share capital and share premium of AdBeyond Holdings Limited and the nominal amount of the share capital issued by the Company pursuant to the group reorganisation on 16 May 2015.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 30 June 2020

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. Its shares (the “Shares”) have been listed on GEM of the Stock Exchange since 29 May 2015 (the “Listing”). The addresses of the registered office and principal place of business in Hong Kong of the Company are Clifton House, 75 Fort Street, P.O. 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 are investment holding, provision of digital media services and provision of marketing services.

Other than the subsidiaries of the Company established in the People’s Republic of China (the “PRC”) whose functional currency is Renminbi (“RMB”), the functional currency of the remaining subsidiaries of the Company is Hong Kong dollars (“HK\$”).

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

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The Group's unaudited condensed consolidated financial statements for the Period have been prepared in accordance with applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes applicable individual HKFRSs, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and accounting principles generally accepted in Hong Kong. These financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

The unaudited condensed consolidated financial statements for the Period comprises the Company and its subsidiaries.

The accounting policies used in the preparation of this report are consistent with those used in the preparation of the annual report of the Company for the year ended 31 March 2020.

This report has been prepared on the historical cost basis except for certain financial instruments that are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The preparation of the unaudited condensed consolidated financial statements of the Group for the Period in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

During the Period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 April 2020. The application of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current period and prior years. The Group has not early applied the new and revised HKFRSs that have been issued but are not yet effective. The Directors anticipate that the application of these new standards, amendments and interpretations will have no material impact on the unaudited condensed consolidated financial statements of the Group.

4. REVENUE

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

	Three months ended 30 June	
	2020 (unaudited) HK\$'000	2019 (unaudited) HK\$'000
Social media management services	15,189	19,131
Digital advertisement placement services	2,108	5,553
Creative and technology services	12,705	16,300
	30,002	40,984

5. OTHER INCOME, GAINS OR LOSSES

	Three months ended 30 June	
	2020 (unaudited) HK\$'000	2019 (unaudited) HK\$'000
Dividends from financial assets at fair value through profit or loss	19	47
Rental income from investment properties	38	40
Gain on disposal of investment properties	290	–
Bank interest income	14	5
Sundry income	88	12
	449	104

6. INCOME TAX EXPENSE

	Three months ended 30 June	
	2020 (unaudited) HK\$'000	2019 (unaudited) HK\$'000
Current tax:		
Hong Kong Profit Tax	–	–
PRC Enterprise Income Tax	211	212
Taiwan Corporate Income Tax	–	–
	211	212
Deferred tax	–	–
	211	212

No provision for Hong Kong Profits Tax has been made for the Period as there was no assessable profits for the Period. Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

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 of the Company is 25% for the Period.

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

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. DIVIDENDS

Dividend recognised as distribution during the periods is as follows:

	Three months ended 30 June	
	2020	2019
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Interim dividend	–	–

8. LOSS FOR THE PERIOD

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

	Three months ended 30 June	
	2020	2019
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Directors' and chief executive's emoluments	3,444	3,648
Other staff costs (excluding Directors' and chief executive's emoluments)	13,526	17,301
Retirement benefits scheme contributions (excluding Directors' and chief executive's emoluments)	464	564
Total staff costs	17,434	21,513
Gross rental income from investment properties	(38)	(40)
Less:		
Direct operating expenses incurred for investment properties that generated rental income during the period	7	5
Direct operating expenses incurred for investment properties that did not generate rental income during the period	21	28
	(10)	(7)
Depreciation of plant and equipment	721	734
Depreciation of investment properties	130	173
Depreciation of right-of-use assets	1,354	1,450
Net foreign exchange loss	586	678

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:

	Three months ended 30 June	
	2020	2019
	(unaudited)	(unaudited)
Loss	HK\$'000	HK\$'000
Loss for the period attributable to owners of the Company for the purpose of basic loss per Share	(5,999)	(7,561)
Number of Shares	'000	'000
Weighted average number of ordinary Shares for the purpose of basic and diluted loss per Share	1,667,200	1,667,200

The weighted average number of ordinary shares in issue during the periods ended 30 June 2020 and 2019 represents 1,667,200,000 ordinary shares in issue.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

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 Period under review, a variety of uncertainties plagued the global economic development. Consequently, the retail market reported a weak performance and customers reduced their marketing efforts. The outbreak of COVID-19 (the “**Pandemic**”) aggravated the already sluggish economic environment. The tourism industry was the first to be hit hard and has operated under tough conditions and customers in this industry were forced to suspend marketing campaigns. Fortunately, the Group has previously established a customer base. Tourism industry constituted less than 2% of our total revenue for the Period. Nevertheless, our overall performance for the Period was still adversely affected. In facing challenges, the Group adopted a flexible approach to adjust its work arrangement. It implemented remote working procedures when the Pandemic became increasingly severe, so that business operations could be carried out through the Internet. While ensuring the safety and health of our staff, the measure also enabled the Group to maintain close communication with its customers in order to minimise the impact of the Pandemic.

During the Period, the trend of the customers’ market strategies began to shift. The Group continued to integrate technology into its marketing projects through the adoption of programmable tools and artificial intelligence (“**AI**”). As more and more customers are demanding online products with the “Chatbot” feature, the market will more readily accept the marketing activities powered by an automated system around-the-clock. With the Pandemic, there was an apparent upward trend for the demand of both new and existing customers for online “Chatbot”. As such, the “Chatbot” has enhanced the Group’s role from providing pure customer services to providing services to customers for managing their customer relationships as well as driving website traffic, thereby presenting new business opportunities.

Consumers stayed at home to spend money during the Pandemic. Some particular industries reported growth in online sales. Customers of the Group had to look for means to provide a meaningful shopping experience for consumers in order to retain their own customers. This includes allowing consumers to enjoy online shopping safely without having to leave their homes. Since there is still no clear sign as to when the Pandemic will be completely over, it is believed that more customers will be interested in similar online solutions in the near future.

Big data is another segment offering huge development potential. The Group has collaborated with a renowned indoor entertainment experience brand in northern Europe and the performance has been satisfactory. This enabled the customer to assess the needs of target consumer groups more accurately and thus enhanced its marketing effectiveness.

In addition, the Group has considered short videos as a new trend in social media content with enormous development potential. To tap that potential, the Group has signed a cooperation agreement with one of the most popular social video platforms in China. While the revenue generated by short videos was not significant during the Period, the Group believes that including short videos in the Group's services can enrich its product portfolio in the long term, thereby allowing the Group to offer more comprehensive and diverse digital marketing solutions to our customers.

FINANCIAL REVIEW

Revenue

The Group's revenue was generated from the integrated digital marketing business which was derived from (i) social media management services; (ii) digital advertisement placement services; and (iii) creative and technology services.

For the Period, revenue generated from (i) social media management services amounted to approximately HK\$15.19 million (three months ended 30 June 2019: approximately HK\$19.13 million), accounting for around 50.63% of our total revenue (three months ended 30 June 2019: around 46.68%); (ii) digital advertisement placement services amounted to approximately HK\$2.10 million (three months ended 30 June 2019: approximately HK\$5.55 million), representing around 7.00% of our total revenue (three months ended 30 June 2019: around 13.54%); and (iii) creative and technology services amounted to approximately HK\$12.71 million (three months ended 30 June 2019: approximately HK\$16.30 million), accounting for around 42.37% of our total revenue (three months ended 30 June 2019: around 39.78%).

Overall, the total revenue of the Group decreased by around 26.79% from approximately HK\$40.98 million for the three months ended 30 June 2019 to approximately HK\$30.00 million for the Period. Such decrease was driven by the decrease in revenue generated from social media management services of approximately HK\$3.94 million, digital advertisement placement services of approximately HK\$3.45 million and creative and technology services of approximately HK\$3.59 million for the Period.

Other income, gains or losses

Other income, gains or losses of the Group increased from approximately HK\$0.10 million for the three months ended 30 June 2019 to approximately HK\$0.45 million for the Period, which was mainly attributable to the increase in gain on disposal of investment properties.

Selling expenses

The Group's selling expenses decreased by approximately 33.57% from approximately HK\$6.91 million for the three months ended 30 June 2019 to approximately HK\$4.59 million for the Period. The selling expenses mainly comprised sales staff costs, sales commission and marketing-related expenses. The decrease in selling expenses for the Period was mainly due to the decrease in marketing-related expenses and staff costs.

Administrative expenses

The Group's administrative expenses decreased by approximately 23.08% from approximately HK\$14.17 million for the three months ended 30 June 2019 to approximately HK\$10.90 million for the Period. The administrative expenses mainly comprised administrative staff costs, depreciation of right-of-use assets, utility expenses, building management fees, recruitment-related expenses, and legal and professional fees. The decrease in administrative expenses for the Period was mainly due to the decrease in administrative staff costs.

Finance costs

The Group's finance cost increased to approximately HK\$0.04 million for the Period. This item comprised interest expenses on lease liabilities.

Income tax expenses

The Group's income tax expense has recorded approximately HK\$0.21 million for the Period (three months ended 30 June 2019: approximately HK\$0.21 million), which was mainly attributable to the PRC Enterprise Income Tax.

Loss for the period attributable to owners of the Company

For the Period, loss attributable to owners of the Company amounted to approximately HK\$6.00 million (three months ended 30 June 2019: approximately HK\$7.56 million). The decrease in loss attributable to owners of the Company was mainly due to the continuing implementation of the expense control policy, via which there was a decrease in staff costs incurred in administrative expenses and a decrease in marketing-related expenses incurred in selling expenses.

EVENT AFTER THE REPORTING PERIOD

No significant event has occurred subsequent to 30 June 2020 and up to the date of this report.

INTERIM DIVIDEND

The Board resolved not to declare an interim dividend for the Period (three months ended 30 June 2019: Nil).

SIGNIFICANT INVESTMENTS HELD

Financial asset at fair value through other comprehensive income

	As at 30 June 2020 (unaudited) HK\$'000	As at 31 March 2020 (audited) HK\$'000
Unlisted investments	2,500	2,500

The above unlisted equity investments represent investment by the Group in unlisted equity securities issued by private entities incorporated in Hong Kong and Cayman Islands.

As at 30 June 2020, the Group had unlisted equity securities at fair value of approximately HK\$2.50 million which had been classified as non-current assets (31 March 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 30 June 2020	Carrying amount as at 31 March 2020 HK\$'000	Disposal during the Period HK\$'000	Unrealised	Realised	Carrying amount as at 30 June 2020 HK\$'000	Percentage to the Group's total assets as at 30 June 2020	Dividend received during the Period HK\$'000
					gain (loss) on change in fair value during the Period HK\$'000	gain (loss) on disposal during the Period HK\$'000			
SIS International Holdings Limited	Note	50,000	98	-	(21)	-	77	0.10%	-
Listed equity security			98	-	(21)	-	77	0.10%	-
JPMorgan Vietnam Opportunities Fund USD-acc	Investment in fund	2,298.85	202	-	62	-	264	0.35%	-
Listed fund investment			202	-	62	-	264	0.35%	-
Manulife Inv Allianz and Growth Fund (dist)	Investment in fund	128,187.25	768	-	-	-	768	1.02%	19
Unlisted fund investment			768	-	-	-	768	1.02%	19
Total			1,068	-	41	-	1,109	1.47%	19

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

Investment Properties

As at 30 June 2020, the Group had investment properties measured at cost less accumulated depreciation and impairment, the aggregate carrying amount of which amounted to approximately HK\$17.80 million (31 March 2020: approximately HK\$21.34 million), which consisted of 3 car parks spaces and 3 leasehold premises (31 March 2020: 5 car parks spaces and 3 leasehold premises). The Group intends to hold the investment properties for capital appreciation.

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

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2020, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares of the Company

Name	Nature of interest	Total number of Shares held	Percentage of shareholding
Mr. Yip Shek Lun ("Mr. Alan Yip") (Chief executive officer and chairman of the Board)	Interests held jointly with another person (Note 1)	349,460,000	20.96%
	Interest in controlled corporation (Note 2)/Interest of spouse (Note 3)	249,120,000	14.94%
Ms. Wan Wai Ting ("Ms. Karin Wan")	Interests held jointly with another person (Note 1)	349,460,000	20.96%
	Interest in controlled corporation (Note 2)/Interest of spouse (Note 3)	249,120,000	14.94%
Mr. Ng Chi Fung ("Mr. Jeff Ng")	Interests held jointly with another person (Note 1)	415,700,000	24.93%
	Beneficial owner	182,880,000	10.97%

Notes:

- Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Wang Lai Man, Liza ("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 a deed of confirmation and undertaking entered into among Mr. Alan Yip, Mr. Jeff Ng, Ms. Karin Wan and Ms. Liza Wang dated 2 January 2014 (the "Acting in Concert Confirmation and Undertaking"), each of Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang confirmed that, inter alia, they had exercised their voting rights at the meetings of the shareholders and/or directors of members of the Group in unanimity since 1 April 2011 and had undertaken to continue to do so upon the execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of the Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing.

2. These Shares are held by Cooper Global Capital Limited (“**Cooper Global**”), which is owned as to 50.00% by Mr. Alan Yip and 50.00% by Ms. Karin Wan. By virtue of the SFO, Mr. Alan Yip and Ms. Karin Wan are deemed to be interested in the Shares held by Cooper Global.
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. 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.

Save as disclosed above, as at 30 June 2020, none of the Directors nor chief executive of the Company has registered an interests and short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS’ INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

So far as the Directors are aware, as at 30 June 2020, the following persons (other than the Directors or chief executive of the Company) had or deemed or taken to have an interest and/ or short position in the Shares or the underlying Shares which were required to be recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Long positions in the Shares of the Company

Name	Nature of interest	Total number of Shares held	Percentage of shareholding
Cooper Global	Beneficial owner	249,120,000	14.94%
Ms. Liza Wang	Interests held jointly with another person (Note 1)	432,000,000	25.91%
	Beneficial owner	166,580,000	9.99%
Mr. Luk Ting Kwan, Jerry	Interest of spouse (Note 2)	598,580,000	35.90%
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 3)	248,970,000	14.93%
Huayi Brothers Media Corporation (" Huayi Brothers Media ")	Interest in controlled corporation (Note 3)	248,970,000	14.93%
HGI GROWTH CAPITAL LIMITED (" HGI Growth ")	Beneficial owner	132,720,000	7.96%
Mr. Cheung Wing Hon (" Mr. Patrick Cheung ")	Interest in controlled corporation (Note 4)	132,720,000	7.96%
Ms. Lo Wai Kei	Interest of spouse (Note 5)	132,720,000	7.96%

Name	Nature of interest	Total number of Shares held	Percentage of shareholding
PURE FORCE INVESTMENTS LIMITED (" Pure Force ")	Beneficial owner	109,930,000	6.59%
Mr. Wong Yuet Yeung Harry (" Mr. Harry Wong ")	Interest in controlled corporation (<i>Note 6</i>)	109,930,000	6.59%

Notes:

1. Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. By the Acting in Concert Confirmation and Undertaking, each of Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang confirmed, inter alia, 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 have undertaken to continue to do so upon the execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of the Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing.
2. Mr. Luk Ting Kwan, Jerry is the spouse of Ms. Liza Wang. Under the SFO, Mr. Luk Ting Kwan, Jerry is deemed to be interested in all the Shares in which Ms. Liza Wang is interested.
3. These Shares are held by Huayi Brothers, which is wholly owned by Huayi Brothers International, which is in turn wholly owned by Huayi Brothers Media. By virtue of the SFO, each of Huayi Brothers International and Huayi Brothers Media is deemed to be interested in all the Shares held by Huayi Brothers.
4. These Shares are held by HGI Growth, which is wholly-owned by Mr. Patrick Cheung. By virtue of the SFO, Mr. Patrick Cheung is deemed to be interested in all the Shares held by HGI Growth.
5. Ms. Lo Wai Kei is the spouse of Mr. Patrick Cheung. Under the SFO, Ms. Lo Wai Kei is deemed to be interested in all the Shares in which Mr. Patrick Cheung is interested.

6. These Shares are held by Pure Force, which is wholly-owned by Mr. Harry Wong. By virtue of the SFO, Mr. Harry Wong is deemed to be interested in all the Shares held by Pure Force.

Save as disclosed above, as at 30 June 2020, the Directors were not aware of any other persons (other than the Directors or chief executive of the Company) who had or deemed or taken to have any interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of interests required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company's share option scheme (the "**Share Option Scheme**") was conditionally approved by the Company pursuant to the written resolutions of all the then shareholders of the Company dated 20 May 2015. The terms of the Share Option Scheme are in accordance with Chapter 23 of the GEM Listing Rules. As at 30 June 2020, the outstanding number of share options available for grant under the Share Option Scheme is 166,720,000 share options to subscribe for Shares, which, if granted and exercised in full, represent approximately 10% of the Shares in issue as at the date of this report.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates that competes or may compete, directly or indirectly, with the Group's business and any other conflicts of interest which any such person has or may have with the Group during the Period.

DEED OF NON-COMPETITION

A deed of non-competition dated 20 May 2015 has been entered into by Mr. Alan Yip, Mr. Jeff Ng, Ms. Karin Wan, Ms. Liza Wang and Cooper Global, all being the Company's controlling shareholders, in favour of the Company regarding certain non-competition undertakings. The details of the deed of non-competition have been disclosed in the section headed "Relationship with Our Controlling Shareholders" in the Prospectus of the Company dated 22 May 2015.

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 Period and up to the date of this report.

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 or she were a Director.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

For the Period, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any securities of the Company.

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 has 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 maximum return for its shareholders. The Board will continue to conduct review and improve the quality of corporate governance practices with reference to local and international standards.

During the Period, the Company has complied with the code provisions, other than Provisions A.2.1 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. 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 that 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 of the Company as required by Provision A.2.1 of the CG Code.

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules. 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 appropriate professional qualifications and experience in accounting matters, is the chairman of the Audit Committee. The primary duties of the Audit Committee are, among other things, to make recommendations to the Board on the appointment, re-appointment and removal of external auditor, review the financial information, oversee the Group’s financial reporting process, internal control, risk management systems and audit process and perform other duties and responsibilities assigned by the Board.

The auditor of the Company has not audited the unaudited consolidated results of the Group for the Period but the Audit Committee has reviewed the unaudited condensed consolidated results of the Group for the Period and is of the opinion that such results complied with the HKFRSs, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

By order of the Board

Guru Online (Holdings) Limited

Yip Shek Lun

Chief Executive Officer, Chairman of the Board and Executive Director

Hong Kong, 13 August 2020

As at the date of this report, 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.