

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

SUPPLEMENTAL ANNOUNCEMENT
REGARDING THE AGM CIRCULAR AND
THE RE-ELECTION OF DIRECTORS

Reference is made to the circular of Guru Online (Holdings) Limited (the “**Company**”) dated 27 June 2022 (the “**AGM Circular**”) in relation to the annual general meeting of the Company to be held on 5 August 2022 (the “**AGM**”) for the purpose of considering, among other things, the re-election of directors. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the AGM Circular unless the context requires otherwise.

Paragraph B.3.4(b) of Appendix 15 to the GEM Listing Rules provides that when the board proposes a resolution to elect an individual as an independent non-executive director at a general meeting and if the proposed independent non-executive director will be holding his seventh (or more) listed company directorship, the company should set out in the circular the reasons why the board believes the individual would still be able to devote sufficient time to the board. In this regard, the Company wishes to provide the following supplemental information regarding the AGM Circular and the re-election of directors.

As disclosed in the biographical details of Mr. David Tsoi (“**Mr. Tsoi**”) as set out on pages 16 and 17 of the AGM Circular, Mr. Tsoi is holding directorship in six other listed companies in Hong Kong in addition to his directorship in the Company.

The nomination policy of the Company is summarised on pages 41, 43 and 44 of the Company’s annual report for the year ended 31 March 2022, where one of its objectives is to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company’s business. In selecting candidates, various factors such as gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge and any other relevant factors will be considered.

During the year ended 31 March 2022, Mr. Tsoi attended twelve of the thirteen Board meetings and all the general meetings of the Company. Mr. Tsoi also serves as a member of the audit committee and attended all the audit committee meetings of the Company during the year ended 31 March 2022. During the years ended 31 March 2020 and 2021, Mr. Tsoi attended all the Board meetings, general

meetings and audit committee meetings of the Company. On that basis, the Board is of the view that Mr. Tsoi is able to devote sufficient time to the Board and attention to the affairs of the Company and that Mr. Tsoi's directorship outside the Company would not affect him in maintaining his current role in, and his functions and responsibilities for, the Company. In addition, the Board is of the view that Mr. Tsoi would continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. On that basis, the Board supports the re-election of Mr. Tsoi and recommends the Shareholders to vote in favour of the relevant resolution at the upcoming AGM.

Save as disclosed above, the Board confirms that all information in the AGM Circular, the notice of AGM and the proxy form for the AGM (collectively, the "AGM Documents") remain unchanged. This announcement is supplemental to and should be read in conjunction with the AGM Documents, and in that connection, the existing English and Chinese versions of the AGM Documents in the form as they are now will continue to be valid.

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

Hong Kong, 20 July 2022

As at the date of this announcement, the executive Directors are Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Mr. Chan Pak San, and the independent non-executive Directors are Mr. Tso Ping Cheong, Brian, Mr. David Tsoi and Mr. Hong Ming Sang.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on Stock Exchange's website at www.hkexnews.hk 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.