

GURU 2022

THIRD QUARTERLY REPORT



**Be Resilient.
Capturing The Transformative Force of Digitalization.**

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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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.

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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 nine months ended 31 December 2022 (the “**Period**”), together with the unaudited consolidated comparative figures for the corresponding period in 2021 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 31 December 2022

	NOTES	Three months ended 31 December		Nine months ended 31 December	
		2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2022 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Revenue	4	33,523	46,068	93,005	125,626
Cost of services		(27,724)	(37,151)	(75,487)	(98,750)
Gross profit		5,799	8,917	17,518	26,876
Other income or gains	5	92	126	2,683	516
Selling expenses		(2,079)	(2,950)	(6,645)	(10,250)
Administrative expenses		(5,157)	(7,819)	(19,589)	(27,249)
Reversal of impairment loss on trade receivables		69	36	374	550
Finance costs		(22)	(58)	(99)	(202)
Change in fair value of held for trading investments		-	18	-	604
Loss before tax		(1,298)	(1,730)	(5,758)	(9,155)
Income tax expense	6	-	(6)	-	(21)
Loss for the period attributable to owners of the Company	8	(1,298)	(1,736)	(5,758)	(9,176)
Other comprehensive (expense) income					
<i>Item that will be subsequently reclassified to profit or loss:</i>					
Exchange differences arising on translating foreign operations		(3)	(429)	527	(639)
Other comprehensive (expense) income for the period		(3)	(429)	527	(639)
Total comprehensive expense for the period attributable to owners of the Company		(1,301)	(2,165)	(5,231)	(9,815)
Loss per Share					
Basic and diluted (HK\$ cent)	9	(0.78)	(1.04)	(3.45)	(5.50)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2022

	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 2022 (audited)	16,672	78,559	(1,187)	46,657	(117,408)	23,293
Loss for the Period	-	-	-	-	(5,758)	(5,758)
Other comprehensive income for the Period						
– Exchange differences arising on translating foreign operations	-	-	527	-	-	527
Total comprehensive income (expense) for the Period	-	-	527	-	(5,758)	(5,231)
At 31 December 2022 (unaudited)	16,672	78,559	(660)	46,657	(123,166)	18,062

Note:

Other reserve represented the difference between the nominal amount of the share capital and share premium of AdBeyond Holdings Limited, a wholly-owned subsidiary of the Company, 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 nine months ended 31 December 2021

	Share capital HK\$'000	Share premium HK\$'000	Financial asset revaluation reserve HK\$'000	Exchange reserve HK\$'000	Other reserve (Note) HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2021 (audited)	16,672	78,559	(1,250)	326	46,657	(116,127)	24,837
Loss for the period	-	-	-	-	-	(9,176)	(9,176)
Other comprehensive expense for the period							
– Exchange differences arising on translating foreign operations	-	-	-	(639)	-	-	(639)
Total comprehensive expense for the period	-	-	-	(639)	-	(9,176)	(9,815)
Disposal of financial asset at fair value through other comprehensive income	-	-	1,250	-	-	(1,250)	-
At 31 December 2021 (unaudited)	16,672	78,559	-	(313)	46,657	(126,553)	15,022

Note:

Other reserve represented the difference between the nominal amount of the share capital and share premium of AdBeyond Holdings Limited, a wholly-owned subsidiary of the Company, 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 and nine months ended 31 December 2022

1. GENERAL

The Company was incorporated on 10 January 2014 in the Cayman Islands as an exempted company with limited liability under the Companies Act (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 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 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**”) and Taiwan dollars (“**TWD**”), 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 unaudited condensed consolidated financial statements for the Period has been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The unaudited condensed consolidated financial statements for the Period should be read in conjunction with the audited consolidated financial statements of the Company for the year ended 31 March 2022 which has been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”).

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

The accounting policies used in the preparation of the unaudited condensed consolidated financial statements for the Period are consistent with those used in the preparation of the audited consolidated financial statements of the Company for the year ended 31 March 2022.

The unaudited condensed consolidated financial statements for the Period has been prepared on the historical cost basis. 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 for the Period 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 2022. 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 condensed consolidated financial statements and amounts reported for the current period and prior period. 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 the 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 relevant periods:

	Three months ended		Nine months ended	
	31 December		31 December	
	2022	2021	2022	2021
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Digital advertisement placement services	1,996	2,514	7,062	6,900
Social media management services	7,680	10,672	25,538	30,404
Creative and technology services	23,847	32,882	60,405	88,322
	33,523	46,068	93,005	125,626

5. OTHER INCOME OR GAINS

	Three months ended		Nine months ended	
	31 December		31 December	
	2022	2021	2022	2021
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Bank interest income	–	9	22	29
Dividends from financial assets at fair value through profit or loss	–	12	–	49
Government subsidies (Note)	17	–	2,371	–
Gain on disposal of investment properties	–	–	–	93
Sundry income	75	105	290	345
	92	126	2,683	516

Note:

Government subsidies represented cash subsidies granted by Government of the Hong Kong Special Administrative Region under the Anti-Epidemic Fund amounting to approximately HK\$2,371,000 under the Employment Support Scheme.

6. INCOME TAX EXPENSE

	Three months ended		Nine months ended	
	31 December		31 December	
	2022	2021	2022	2021
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Current tax:				
Hong Kong Profits Tax	-	-	-	-
PRC Enterprise Income Tax	-	6	-	21
Taiwan Corporate Income Tax	-	-	-	-
	-	6	-	21
Deferred tax	-	-	-	-
	-	6	-	21

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

	Nine months ended 31 December 2022 (unaudited) HK\$'000		2021 (unaudited) HK\$'000
Interim dividend		–	–

8. LOSS FOR THE PERIOD

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

	Three months ended 31 December 2022 (unaudited) HK\$'000		Nine months ended 31 December 2022 (unaudited) HK\$'000	
	2021 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2021 (unaudited) HK\$'000	2021 (unaudited) HK\$'000
Directors' and chief executive's emoluments	740	2,346	4,335	9,314
Other staff costs (excluding Directors' and chief executive's emoluments)	8,229	10,998	26,194	33,864
Retirement benefits scheme contributions (excluding Directors' and chief executive's emoluments)	253	366	875	1,131
Total staff costs	9,222	13,710	31,404	44,309
Gross rental income from investment properties	–	–	–	–
Less:				
Direct operating expenses incurred for investment properties that generated rental income during the period	–	–	–	–
Direct operating expenses incurred for investment properties that did not generate rental income during the period	3	14	24	45
	3	14	24	45
Depreciation of plant and equipment	146	568	786	1,838
Depreciation of investment properties	61	48	78	167
Depreciation of right-of-use assets	1,229	1,285	3,712	3,833
Net foreign exchange loss (gain)	71	(587)	1,413	(1,016)

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		Nine months ended	
	31 December		31 December	
	2022	2021	2022	2021
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Loss				
Loss for the period attributable to owners of the Company for the purpose of basic loss per Share	(1,298)	(1,736)	(5,758)	(9,176)
Number of Shares	'000	'000	'000	'000
Weighted average number of ordinary Shares for the purpose of basic and diluted loss (Note)	166,720	166,720	166,720	166,720

Note: The weighted average number of ordinary shares in issue during the nine months ended 31 December 2022 represented 166,720,000 ordinary shares in issue (31 December 2021: 166,720,000 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, the ongoing pandemic of COVID-19 continued to pose a huge challenge to the Group. Affected by a number of public health emergency measures such as outbound travel restrictions including quarantines as well as lockdowns, tourism was paralysed. Many industries continued to sustain their business through the off-season, and quite a few local activities had to be postponed, rescheduled or cancelled. Customers thus became more cautious, which led to promotional activities being postponed or suspended and inevitably affected the Group, in particular its revenue from creative and technology services as the business is closely related to the promotional activities of customers.

Regarding digital advertisement placement services, the Group has established a broad customer base, therefore its balanced portfolio helped it withstand some of the adverse effects brought by the pandemic. Some of the Group's customers, noting that consumers were spending more time online, decided to increase their budget for digital advertisements, which mitigated the impact of budget cuts. In addition, work-from-home and distance learning arrangements have greatly increased the time that consumers spent at home and generated a series of related needs. As a result, during the Period, the Group secured new customers, including one selling branded smart home electronic products.

During the Period, the performance of social media management services was relatively stable. This was mainly because branded customers wished to maintain interaction with their consumers during the pandemic, and that consumers were spending longer time at home also spurred them to use social media more frequently, which, in turn, created stable demand for social media management services. The Group has begun to provide products and services such as “Chatbot”, along with Big Data and video solutions several years ago. The Group has also been improving related technologies in order to keep up with the latest consumer trends, such as helping customers to launch AR online promotion projects on social media platforms, thus allowing consumers to experience and understand product information in a more practical way and thereby generating online sales. In these ways, the pandemic has brought irreversible changes to consumption patterns. Effective digital marketing services allow companies to better interact with target audiences and gain marketing benefits.

The Group anticipates that the operating environment would remain challenging with a substantial degree of uncertainty. Nevertheless, the Group will continue to introduce a greater variety of products and services in order to strengthen the Group’s position in its operating segments.

FINANCIAL REVIEW

Revenue and gross profit

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

For the Period, revenue generated from the provision of (i) social media management services amounted to approximately HK\$25.54 million (nine months ended 31 December 2021: approximately HK\$30.41 million), accounting for approximately 27.46% of our total revenue (nine months ended 31 December 2021: approximately 24.20%); (ii) digital advertisement placement services amounted to approximately HK\$7.06 million (nine months ended 31 December 2021: approximately HK\$6.90 million), accounting for approximately 7.59% of our total revenue (nine months ended 31 December 2021: approximately 5.49%); and (iii) creative and technology services amounted to approximately HK\$60.40 million (nine months ended 31 December 2021: approximately HK\$88.32 million), accounting for approximately 64.95% of our total revenue (nine months ended 31 December 2021: approximately 70.31%).

The Group's total revenue decreased by approximately 25.97% from approximately HK\$125.63 million for the nine months ended 31 December 2021 to approximately HK\$93.00 million for the Period. Such decrease was driven by the decrease in revenue generated from social media management services of approximately HK\$4.87 million and creative and technology services of approximately HK\$27.92 million for the Period. The Group's gross profit margin decreased from approximately 21.39% for the nine months ended 31 December 2021 to approximately 18.84% for the Period. The decrease in gross profit margin was mainly because the increase in cost of services outweighed the increase in revenue. As a result, the Group's gross profit decreased from approximately HK\$26.88 million for the nine months ended 31 December 2021 to approximately HK\$17.52 million for the Period.

Other income or gains

The Group's other income or gains increased from approximately HK\$0.52 million for the nine months ended 31 December 2021 to approximately HK\$2.68 million for the Period, which was mainly attributable to the increase in subsidy income received from Hong Kong Government under the Employment Support Scheme.

Selling expenses

The Group's selling expenses decreased by approximately 35.12% from approximately HK\$10.25 million for the nine months ended 31 December 2021 to approximately HK\$6.65 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 28.11% from approximately HK\$27.25 million for the nine months ended 31 December 2021 to approximately HK\$19.59 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 costs amounted to approximately HK\$0.10 million for the Period (nine months ended 31 December 2021: approximately HK\$0.20 million). This item comprised interest expense on lease liabilities.

Income tax expense

The Group's income tax expense was nil for the Period (nine months ended 31 December 2021: approximately HK\$0.02 million), which was mainly due to the decrease in taxable income pursuant to the PRC Enterprise Income Tax.

Loss for the Period attributable to owners of the Company

For the Period, loss attributable to owner of the Company amounted to approximately HK\$5.76 million (nine months ended 31 December 2021: approximately HK\$9.18 million). The decrease in loss attributable to owners of the Company was mainly due to (i) the decrease in revenue generated from the provision of social media management services and creative and technology services; (ii) the continuing implementation of the expense control policy, resulting in a decrease in staff costs incurred in administrative expenses; (iii) a decrease in marketing-related expenses incurred in selling expenses, partially offset by an increase in subsidy income received from Hong Kong Government under the Employment Support Scheme.

CHANGE IN INFORMATION OF DIRECTOR

Mr. Chan Pak San retired as executive Director with effect from 5 August 2022 and Mr. Yin Di has been appointed as an executive Director with effect from 10 February 2023. For further details, please refer to the announcements of the Company dated 5 August 2022 and 10 February 2023, respectively.

EVENT AFTER THE REPORTING PERIOD

Saved as disclosed in this report, no significant events occurred subsequent to 31 December 2022 and up to the date of this report.

INTERIM DIVIDEND

The Board resolved not to declare an interim dividend for the Period (nine months ended 31 December 2021: Nil).

SIGNIFICANT INVESTMENT HELD

Investment Properties

As at 31 December 2022, the Group had investment properties measured at cost less accumulated depreciation and impairment, the aggregate carrying amount of which amounted to approximately HK\$1.19 million (31 March 2022: approximately HK\$1.22 million), which consisted of 1 car park space (31 March 2022: 1 car park space). 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.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the Period, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

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

As at 31 December 2022, 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)	8,000	0.005%
	Interest in controlled corporation (Note 2)/Interest of spouse (Note 3)	2,000	0.001%
Ms. Wan Wai Ting ("Ms. Karin Wan")	Interests held jointly with another person (Note 1)	8,000	0.005%
	Interest in controlled corporation (Note 2)/Interest of spouse (Note 3)	2,000	0.001%
Mr. Ng Chi Fung ("Mr. Jeff Ng")	Interests held jointly with another person (Note 1)	2,000	0.001%
	Beneficial owner	8,000	0.005%

Notes:

1. 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 31 December 2022, none of the Directors nor chief executive of the Company has registered any 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 31 December 2022, no persons (other than the Directors or chief executive of the Company) had or deemed or taken to have any interests or short positions in the Shares, underlying Shares or debentures of the Company 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 recorded in the register 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. During the Period, no share option has been granted, exercised, expired, cancelled or lapsed under the Share Option Scheme. As at 31 December 2022, 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 was 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 had 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 or her 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 or she would be prohibited from dealing by the Model Code as if he or she were a Director.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During 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 Provision C.2.1 of Part 2 of the CG Code.

Provision C.2.1 of Part 2 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 C.2.1 of Part 2 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 and Provisions D.3.3 and D.3.7 of Part 2 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 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 or reviewed the unaudited condensed 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 applicable accounting standards, 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, 10 February 2023

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