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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD  
ON 5 AUGUST 2022 AND RETIREMENT OF DIRECTOR**

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 27 June 2022 (the “**AGM Notice**”) of Guru Online (Holdings) Limited (the “**Company**”) and the circular of the Company dated 27 June 2022 (the “**Circular**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that, save and except for the resolution nos. 2 (regarding the re-election of Mr. Chan Pak San as an executive director), all the proposed resolutions (the “**Resolutions**”) as set out in the AGM Notice were duly passed by the Shareholders by way of poll as ordinary resolutions and special resolution at the AGM held at 3:30 p.m. on Friday, 5 August 2022 at 4/F., KOHO, 73-75 Hung To Road, Kwun Tong, Hong Kong.

Directors of the Company, namely Mr. Yip Shek Lun, Ms Wan Wai Ting, Mr. Tso Ping Cheong, Brian, Mr. David Tsoi and Mr. Hong Ming Sang had attended the AGM either in person or via electronic means.

The scrutineer for vote-taking of the AGM was Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company.

As at the date of the AGM, the total number of issued Shares was 166,720,000 Shares, which represented the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM as set out in rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on any of the Resolutions at the AGM. None of the Shareholders has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM. The Shareholders and authorised proxies holding an aggregate of 14,375,900 Shares carrying voting rights had voted at the AGM.

The poll results in respect of the Resolutions at the AGM are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE PERCENTAGE)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of directors of the Company and the independent auditor of the Company for the year ended 31 March 2022.	14,375,900 (100%)	0 (0%)
2.	To re-elect Mr. Chan Pak San as an executive director of the Company.	20,900 (0.15%)	14,355,000 (99.85%)
3.	To re-elect Mr. Tso Ping Cheong as an independent non-executive director of the Company.	14,375,900 (100%)	0 (0%)
4.	To re-elect Mr. David Tsoi as an independent non-executive director of the Company.	14,375,900 (100%)	0 (0%)
5.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	14,375,900 (100%)	0 (0%)
6.	To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and authorise the board of directors of the Company to fix the auditor's remuneration.	14,375,900 (100%)	0 (0%)
7.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to allot, issue and deal with unissued shares of the Company for an aggregate number not exceeding 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution.	14,375,900 (100%)	0 (0%)
8.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to purchase or repurchase the Company's shares and securities for an aggregate number not exceeding 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.	14,375,900 (100%)	0 (0%)

<b>ORDINARY RESOLUTIONS</b>		<b>NUMBER OF VOTES (APPROXIMATE PERCENTAGE)</b>	
		<b>FOR</b>	<b>AGAINST</b>
9.	To extend the general unconditional mandate granted to the directors of the Company under resolution no. 7 above by an amount representing the aggregate number of shares and securities of the Company purchased or repurchased by the Company under resolution no. 8 above provided that such amount shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.	14,375,900 (100%)	0 (0%)
<b>SPECIAL RESOLUTION</b>		<b>NUMBER OF VOTES (APPROXIMATE PERCENTAGE)</b>	
		<b>FOR</b>	<b>AGAINST</b>
10.	To amend the Articles of Association of the Company with details set out in the Appendix III of the circular of the Company dated 27 June 2022.	14,375,900 (100%)	0 (0%)

The number of votes and percentage of voting Shares are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy.

As more than 50% of the total valid votes were cast in favor of each of the above Resolutions save and except for the resolution nos. 2 proposed at the Annual General Meeting, all the Resolutions were duly passed as ordinary resolutions and special resolution of the Company.

As more than 50% of the total valid votes were cast against nos. 2 proposed at the Annual General Meeting, the resolution was not passed or carried.

### **CHANGES IN DIRECTOR**

As a result of the above poll results and in accordance with the Articles of Association of the Company, Mr. Chan Pak San retired as an executive Director with effect from the conclusion of the Annual General Meeting.

Mr. Chan Pak San confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Chan Pak San for his contributions to the Company during their terms of office with the Company.

The description of the above Resolutions is by way of summary only. The full text of the Resolutions appears in the AGM Notice.

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

Hong Kong, 5 August 2022

*As at the date of this announcement, the executive Directors are Mr. Yip Shek Lun, Mr. Ng Chi Fung 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.*

*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.*

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