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Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Guru Online (Holdings) Limited (the “Company”) dated 22 May 2015.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

Guru Online (Holdings) Limited **超凡網絡(控股)有限公司**

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares : 448,000,000 Shares (comprising 400,000,000 new Shares to be offered by the Company and 48,000,000 Sale Shares to be offered by the Selling Shareholders and subject to the Offer Size Adjustment Option)

Placing Price : Not more than HK\$0.25 per Placing Share and not less than HK\$0.21 per Placing Share (payable in full on application in Hong Kong dollars plus brokerage of 1.00%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, and subject to refund)

Nominal value : HK\$0.01 per Share

Stock code : 8121

Sole Sponsor



Sole Bookrunner and Sole Lead Manager



Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (WUMP) Ordinance are available, for information purposes only, at the offices of (1) CLC International Limited at Suites 4703A-4704, Two Exchange Square, 8 Connaught Place, Hong Kong and (2) Celestial Capital Limited at 21/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong from 4:30 p.m. on Friday, 22 May 2015 to Thursday, 28 May 2015 (both days inclusive and during normal office hours from 9:00 a.m. to 5:00 p.m. for business days only).

Pursuant to the Underwriting Agreement, the Company is initially offering 400,000,000 new Shares for subscription and the Selling Shareholders are offering 48,000,000 Sale Shares for purchase by way of placing at the Placing Price, on and subject to the terms and conditions as set out in the Prospectus and the Underwriting Agreement. It is expected that the Sole Lead Manager as the Underwriter, on behalf of the Company and the Selling Shareholders, will conditionally place up to 448,000,000 Placing Shares at the Placing Price to selected individual, professional, institutional investors in Hong Kong.

In addition, the Company has also granted the Offer Size Adjustment Option to the Sole Lead Manager (also in its capacity as the Underwriter) under the Underwriting Agreement pursuant to which the Sole Lead Manager (also in its capacity as the Underwriter) may, at any time up to Tuesday, 26 May 2015, exercise the Offer Size Adjustment Option to require the Company to allot and issue up to 67,200,000 additional Shares at the Placing Price, representing 15.00% of the initial number of the Placing Shares, on the same terms as those applicable to the Placing, solely to cover any over-allocation in the Placing.

The Shares to be issued pursuant to the Offer Size Adjustment Option will not be used for price stabilisation purpose and is not subject to the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

Application has been made by the Company to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares issued and to be issued pursuant to the Capitalisation Issue, the Placing and any Shares which may fall to be allotted and issued upon the exercise of the Offer Size Adjustment Option or any options that may be granted under the Share Option Scheme as described in the Prospectus. In the event that the Offer Size Adjustment Option is exercised, an announcement will be made by the Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.guruonline.hk.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus and the Underwriting Agreement.

The Placing is conditional upon the fulfillment of the conditions as set out in the paragraph headed "Conditions of the Placing" in the section headed "Structure and Conditions of the Placing" in the Prospectus. If such conditions are not fulfilled or (where applicable) waived by the Sole Lead Manager (also in its capacity as the Underwriter) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing shall lapse and thereafter, all monies received will be refunded to the subscribers of the Placing without interest

and the Stock Exchange will be notified immediately. Notice of lapse of the Placing will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.guruonline.hk on the next business day after such lapse. Prospective investors of the Placing should note that the Sole Sponsor and the Sole Lead Manager (also in its capacity as the Underwriter) are entitled to terminate the Underwriting Agreement by giving notice in writing to the Company (for itself and on behalf of the Selling Shareholders) upon the occurrence of certain events set out under the sub-paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price is currently expected to be fixed by agreement among the Sole Lead Manager (also in its capacity as the Underwriter) and the Company (for itself and on behalf of the Selling Shareholders) on the Price Determination Date. The Price Determination Date is expected to be on or around Tuesday, 26 May 2015. The Placing Price will be not more than HK\$0.25 and is currently expected to be not less than HK\$0.21 unless otherwise announced. If the Company (for itself and on behalf of the Selling Shareholders) and the Sole Lead Manager (also in its capacity as the Underwriter) are unable to reach an agreement on the Placing Price on the Price Determination Date or such later date as may be agreed between the Company (for itself and on behalf of the Selling Shareholders) and the Sole Lead Manager (also in its capacity as the Underwriter), the Placing will not become unconditional and will lapse immediately. In such case, an announcement will be made immediately by the Company (for itself and on behalf of the Selling Shareholders) on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.guruonline.hk. The Sole Lead Manager (also in its capacity as the Underwriter) may with the consent of the Company (for itself and on behalf of the Selling Shareholders) reduce the indicative Placing Price range below such indicative Placing Price range as stated in the Prospectus at any time prior to the Price Determination Date. If this occurs, a notice of reduction of the indicative Placing Price range will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.guruonline.hk.

Announcement of the final Placing Price, the level of indication of interests in the Placing and the basis of allocations of the Placing Shares will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.guruonline.hk on or before Thursday, 28 May 2015.

The Company will not issue any temporary documents of title. No receipt will be issued for subscription monies for the Placing Shares. Share certificates for the Placing Shares will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 29 May 2015. Shares will be traded in board lot of 10,000 Shares each. The stock code for the Shares is 8121.

By Order of the Board
Guru Online (Holdings) Limited
Yip Shek Lun

Chairman of the Board, Chief Executive Officer and Executive Director

Hong Kong, 22 May 2015

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. Wang Lai Man, Liza, Mr. Cheung Wing Hon, Ms. Cheung Laam and Ms. Hu Ming, 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, 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; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.guruonline.hk.