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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)**

**PROPOSED DECLARATION AND PAYMENT OF  
INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT  
AND  
CLOSURE OF REGISTER OF MEMBERS**

**PROPOSED DECLARATION AND PAYMENT OF INTERIM DIVIDEND FOR THE YEAR  
ENDING 31 MARCH 2016 OUT OF SHARE PREMIUM ACCOUNT**

The board (the “**Board**”) of directors (the “**Directors**”) of Guru Online (Holdings) Limited (the “**Company**”) is pleased to announce that at a meeting of the Board held on 24 July 2015, the Board has recommended the declaration and payment of an interim dividend of HK\$0.78 cent per share (the “**Interim Dividend**”) out of the share premium account of the Company (the “**Share Premium Account**”).

As at the date of this announcement, the Company has 1,667,200,000 shares in issue. Based on the number of issued shares as at the date of this announcement, the Interim Dividend, if declared and paid, will amount to an aggregate amount of HK\$13,004,160. Subject to the fulfilment of the conditions set out in the paragraph headed “Conditions of the Payment of Interim Dividend out of the Share Premium Account” below, the Interim Dividend is intended to be paid out of the Share Premium Account pursuant to the articles of association of the Company (the “**Article of Association**”) and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

## **CONDITIONS OF THE PAYMENT OF INTERIM DIVIDEND OUT OF SHARE PREMIUM ACCOUNT**

The payment of the Interim Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) declaring and approving the payment of the Interim Dividend out of the Share Premium Account; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on 25 September 2015 to Shareholders whose names appear on the Company’s register of members at the close of business on 14 September 2015, being the record date for determination of entitlements to the Interim Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Interim Dividend will not be paid.

## **REASONS FOR AND EFFECT OF THE PAYMENT OF INTERIM DIVIDEND OUT OF SHARE PREMIUM ACCOUNT**

To reward the Shareholders, the Board considers that it is appropriate to distribute the Interim Dividend in recognition of the Shareholders’ support. The Company is a holding company and a significant part of the Group’s business is carried out through an operating subsidiary of the Company at which level earnings are retained. As such, the Company may not have sufficient retained earnings to pay the Interim Dividend at the holding company level. However, having taken into account of the existing cash flow and financial position of the Group, the Board considers it is appropriate to recommend the declaration and payment of the Interim Dividend out of the Share Premium Account in accordance with the Articles of Association. The Board considers such an arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Interim Dividend will not have any material adverse effect on the financial position of the Group and does not involve any reduction in the authorized or issued share capital of the Company or reduction in the nominal value of the shares or result in any change in the trading arrangements in respect of the shares.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of ascertaining the Shareholders' entitlement to the Interim Dividend, the register of members will be closed from 10 September 2015 to 14 September 2015, both days inclusive, during which no transfer of shares will be registered. In order to qualify for the Interim Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 9 September 2015.

## **EXTRAORDINARY GENERAL MEETING (THE "EGM")**

The EGM will be convened to consider and, if thought fit, approve the declaration and payment of the Interim Dividend out of the Share Premium Account. No Shareholder is required to abstain from voting in respect of the ordinary resolution to be proposed at the EGM to approve the declaration and payment of the Interim Dividend out of the Share Premium Account.

A circular containing further information about the Interim Dividend and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

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

Hong Kong, 24 July 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, 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 Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited 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 the GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" 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.hk](http://www.guruonline.hk).*