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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Guru Online (Holdings) Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of the Company (“EGM”) to be held at 3:00 p.m. on Tuesday, 8 September 2015 at Level 22, AIA Tower, 183 Electric Road, North Point, Hong Kong is set out on pages 7 to 8 of this circular. A form of proxy for use by the shareholders of the Company at the EGM is enclosed.

Whether or not you are able to attend the EGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

*This circular, together with a form of proxy, will remain on the website of the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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 and on the Company’s website at [www.guruonline.hk](http://www.guruonline.hk).*

21 August 2015

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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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## DEFINITIONS

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*In this circular, the following expressions have the following meanings, unless the context requires otherwise:*

“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Company”	Guru Online (Holdings) Limited (Stock Code: 8121), a company incorporated under the laws of the Cayman Islands with limited liability with its shares listed on GEM
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or modified from time to time
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to approve the payment of the Interim Dividend out of the Share Premium Account
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Interim Dividend”	the proposed interim dividend of HK0.78 cent per Share as recommended by the Board
“Latest Practicable Date”	19 August 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately HK\$90.92 million as at 30 June 2015 based on the unaudited condensed consolidated financial statements of the Company as at that date

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## DEFINITIONS

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“Shareholder(s)”	the holder(s) of the Share(s)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Yip Shek Lun (*Chairman and Chief Executive Officer*)

Mr. Ng Chi Fung

Ms. Wan Wai Ting

*Non-Executive Directors:*

Ms. Wang Lai Man, Liza

Ms. Cheung Laam

Ms. Hu Ming

*Independent Non-executive Directors:*

Mr. Tso Ping Cheong, Brian

Mr. David Tsoi

Mr. Hong Ming Sang

Mr. Lam Tung Leung

*Registered Office:*

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place of business  
in Hong Kong:*

Level 22

AIA Tower

183 Electric Road

North Point

Hong Kong

21 August 2015

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM for the proposed declaration and payment of Interim Dividend out of the Share Premium Account.

A notice convening the EGM is set out on pages 7 to 8 of this circular.

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## LETTER FROM THE BOARD

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### 1. PROPOSED DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

At the meeting of the Board held on 24 July 2015, the Board has recommended the declaration and payment of the Interim Dividend of HK0.78 cent per Share out of the Share Premium Account.

As at Latest Practicable Date, the Company had 1,667,200,000 Shares in issue. Based on the number of issued Shares as at Latest Practicable Date, 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 and in accordance with the Companies Law.

As at 30 June 2015, based on the unaudited condensed consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account amounted to approximately HK\$90.92 million. Following the payment of the Interim Dividend on the basis of 1,677,200,000 Shares in issue as at the Latest Practicable Date, there will be a remaining balance of approximately HK\$77.92 million standing to the credit of the Share Premium Account.

#### **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 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 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.**

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## **LETTER FROM THE BOARD**

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### **Reasons for and effect of the proposed declaration and payment of Interim Dividend out of the 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. 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 on 14 September 2015, 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 11 September 2015.

## **2. EGM AND PROXY ARRANGEMENT**

No Shareholder is required to abstain from voting in respect of the ordinary resolution to be proposed at the EGM to approve the proposed declaration and payment of the Interim Dividend out of the Share Premium Account.

The notice convening the EGM is set out on pages 7 to 8 of this circular.

A form of proxy for use in connection with the EGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjourned meeting thereof) should you so wish.



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## LETTER FROM THE BOARD

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Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution to be considered and, if thought fit, approved at the EGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the EGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules, on the results of the EGM.

### 3. RECOMMENDATION

The Directors consider that the proposed declaration and payment of Interim Dividend out of the Share Premium Account is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

### 4. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regards 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 circular 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 circular misleading.

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

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## NOTICE OF EGM

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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)**

### NOTICE OF EGM

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Guru Online (Holdings) Limited (the “Company”) will be held at 3:00 p.m. on Tuesday, 8 September 2015 at Level 22, AIA Tower, 183 Electric Road, North Point, Hong Kong for the following purposes:

To consider and, if thought fit, pass with or without amendments, the following resolution:

### ORDINARY RESOLUTION

**“THAT:**

- (a) the declaration and payment of an interim dividend of HK0.78 cent per ordinary share out of the share premium account of the Company (the “**Interim Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of Directors (the “**Board**”) for determining the entitlements to the Interim Dividend be and is hereby approved; and
- (b) the Directors be and are hereby authorized to take such action, do such things and execute such further documents as the Directors may at their absolute discretion consider necessary or desirable for the purpose of or in connection with the payment of the Interim Dividend.”

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

Hong Kong, 21 August 2015

*Registered office:*

Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head office and Principal place  
of business in Hong Kong:*

Level 22  
AIA Tower  
183 Electric Road  
North Point  
Hong Kong

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## NOTICE OF EGM

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*Notes:*

1. A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint one or more proxies (if he is a holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at 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, as soon as possible and in any event not later than 48 hours before the time for holding the EGM or any adjournment thereof.
4. To ascertain the members' entitlement to attend and vote at the EGM, the register of members will be closed from Friday, 4 September 2015 to Tuesday, 8 September 2015, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the EGM, all transfers of shares, 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 not later than 4:30 p.m. on Wednesday, 2 September 2015.
5. Members of the Company or their proxies shall produce documents of their proof of identity when attending the EGM.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the website of Company at [www.guruonline.hk](http://www.guruonline.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date of this circular, 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.*