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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 EXTRAORDINARY GENERAL MEETING
HELD ON 6 OCTOBER 2015**

Reference is made to the notice of extraordinary general meeting (the “**EGM**”) dated 16 September 2015 (the “**EGM Notice**”) of Guru Online (Holdings) Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company dated 16 September 2015. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that all the ordinary resolutions as set out in the EGM Notice were not passed by the Independent Shareholders by way of poll at the EGM held on 6 October 2015.

The scrutineer of the EGM was Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company.

As at the date of the EGM, the total number of issued Shares was 1,667,200,000 Shares. Cooper Global Capital Limited, Huayi Brothers International Investment Ltd., Mr. Ng Chi Fung, Ms. Wang Lai Man, Liza, the respective associates of Mr. Yip Shek Lun, Ms. Wan Wai Ting and Mr. Ng Chi Fung and all core connected persons of the Company (who were in aggregate interested in 863,850,000 Shares) were required under the GEM Listing Rules to abstain and had abstained from voting in favour of any of the resolutions at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the EGM was 803,350,000 Shares. The total number of Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 17.47A of the GEM Listing Rules was 863,850,000 Shares. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM.

Details of the poll results in respect of the ordinary resolutions proposed at the EGM are as follows:

| ORDINARY RESOLUTIONS | | NUMBER OF VOTES (%) (APPROXIMATE PERCENTAGE) | |
|----------------------|---|---|-------------------------|
| | | FOR | AGAINST |
| 1. | To approve the grant of 83,193,280 share options to Mr. Yip Shek Lun, entitling him to subscribe for 83,193,280 ordinary shares of the Company at an exercise price of HK\$0.63 per share under the share option scheme of the Company adopted on 20 May 2015 | 4,794,000 (2.06%) | 227,490,000 (97.94%) |
| 2. | To approve the grant of 14,888,096 share options to Ms. Wan Wai Ting, entitling her to subscribe for 14,888,096 ordinary shares of the Company at an exercise price of HK\$0.63 per share under the share option scheme of the Company adopted on 20 May 2015 | 4,794,000 (2.06%) | 227,490,000 (97.94%) |
| 3. | To approve the grant of 14,888,096 share options to Mr. Ng Chi Fung, entitling him to subscribe for 14,888,096 ordinary shares of the Company at an exercise price of HK\$0.63 per share under the share option scheme of the Company adopted on 20 May 2015 | 4,794,000 (2.06%) | 227,490,000 (97.94%) |

The description of the above resolutions is by way of summary only. Please refer to the EGM Notice for the full text of the resolutions.

As more than 50% of the votes were cast against each of the above resolutions, all the above resolutions were not passed as ordinary resolutions of the Company.

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

Hong Kong, 6 October 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. 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; 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 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.