

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**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)**

**DISCLOSEABLE TRANSACTION**  
**ACQUISITION OF CORPORATE BOND**

The Board is pleased to announce that the Group acquired the Corporate Bond on 25 April 2016 with a nominal value of US\$1,300,000 at a consideration of US\$1,305,135 (equivalent to approximately HK\$10,081,405 and HK\$10,121,227, respectively).

As one of the applicable percentage ratios calculated under Rule 19.07 of the GEM Listing Rules with respect to the Bond Acquisition is more than 5% but below 25%, the Bond Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements but exempt from the circular and Shareholders' approval under the GEM Listing Rules.

**BOND ACQUISITION**

Date	:	25 April 2016
Acquiror	:	AdBeyond (Group) Limited, a wholly-owned subsidiary of the Company
Issuer	:	Hutchison Whampoa International (14) Limited, a company incorporated in the Cayman Islands with limited liability. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Issuer and its ultimate beneficial owners are Independent Third Parties.  The issuer is primarily acting as a financing subsidiary of the Guarantor.
Guarantor	:	Hutchison Whampoa Limited, a company incorporated in Hong Kong with limited liability.

Nominal value and Consideration of the Corporate Bond	:	The nominal value is US\$1,300,000 (equivalent to approximately HK\$10,081,405). The consideration is US\$1,305,135 (equivalent to approximately HK\$10,121,227). The consideration was paid by cash.
Maturity	:	31 October 2017
Coupon rate	:	1.625% per annum payable semi-annually

The Corporate Bond was acquired through a broker, which is an Independent Third Party, from the market.

## **INFORMATION OF THE GROUP**

The Group is principally engaged in investment holding, provision of digital media services, provision of marketing services and engagement in an Internet marketing platform for the travel industry.

## **REASONS AND BENEFITS FOR THE BOND ACQUISITION**

The Corporate Bond, which is listed on the Singapore Stock Exchange, is relatively stable and low-risk and offer a better and stable return in cash to the Group. The Directors consider that the terms of the Bond Acquisition are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER GEM LISTING RULES**

As one of the applicable percentage ratios calculated under Rule 19.07 of the GEM Listing Rules with respect to the Bond Acquisition is more than 5% but below 25%, the Bond Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules, and is subject to the reporting and announcement requirements but exempt from the circular and Shareholders' approval under the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Board”	the board of Directors
“Bond Acquisition”	the acquisition of the Corporate Bond with a nominal value of US\$1,300,000 by the Acquiror

“Company”	Guru Online (Holdings) Limited (Stock code: 8121), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Corporate Bond”	interest bearing instruments of indebtedness issued by the Issuer
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	person(s) who or company(ies) together with its/their ultimate beneficial owner(s) which is/are third party(ies) independent of the Company and its connected person(s) (as defined under the GEM Listing Rules)
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Shareholder(s)”	person(s) whose name(s) appear in the register of members of the Company as the holder(s) of the share(s) of the Company
“US\$”	United States Dollar, the lawful currency of United States of America
“%”	per cent

In this announcement, US\$ has been converted to HK\$ at the rate of HK\$1 = US\$7.754927 for illustration purpose only. No representation is made that any amounts in US\$ or HK\$ have been, could have been or could be converted at the above rate or at any other rates or at all.

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

Hong Kong, 25 November 2016

*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 Mr. Wang Zhong Lei, 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, the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on 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 posting. This announcement will also be published on the Company's website at [www.guruonline.hk](http://www.guruonline.hk).*