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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 ANNUAL GENERAL MEETING HELD  
ON 8 AUGUST 2017**

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 30 June 2017 (the “**AGM Notice**”) of Guru Online (Holdings) Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company dated 30 June 2017. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the proposed resolutions (the “**Resolutions**”) as set out in the Circular incorporating the AGM Notice were duly passed by the Shareholders by way of poll at the AGM held at 3:30 p.m. on 8 August 2017 at 4/F., KOHO, 73-75 Hung To Road, Kwun Tong, Hong Kong.

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

As at the date of the AGM, the total number of issued Shares was 1,667,200,000 Shares. Pure Force, Mr. Alfred Wong, the respective associates of Mr. Harry Wong, Mr. Alfred Wong and Mr. Wong Chi Shing (who were in aggregate interested in 109,980,000 Shares) were required to abstain, and had abstained, from voting in favour of the resolution to approve the renewal of the VDS Service Agreement (the “**Resolution No.10**”) at the AGM. No Shareholders were required under the GEM Listing Rules to abstain from voting on the Resolutions (other than the Resolution No.10) at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution No.10 and other Resolutions at the AGM was 1,557,220,000 Shares and 1,667,200,000 Shares, respectively. There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions proposed at the AGM as set out in Rule 17.47A of the GEM Listing Rules. 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 AGM.

The poll results in respect of the Resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE PERCENTAGE)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of directors of the Company and the independent auditor of the Company for the year ended 31 March 2017.	621,364,000 (100%)	0 (0%)
2.	To re-elect Mr. Yip Shek Lun as an executive director of the Company.	621,364,000 (100%)	0 (0%)
3.	To re-elect Mr. Hong Ming Sang as an independent non-executive director of the Company.	621,364,000 (100%)	0 (0%)
4.	To re-elect Mr. Lam Tung Leung as an independent non-executive director of the Company.	621,364,000 (100%)	0 (0%)
5.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	621,364,000 (100%)	0 (0%)
6.	To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and authorise the board of directors of the Company to fix the auditor's remuneration.	621,364,000 (100%)	0 (0%)
7.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to allot, issue and deal with unissued shares of the Company for an aggregate number not exceeding 20% of the number of the issued shares of the Company as at the date of the passing of this resolution.	621,364,000 (100%)	0 (0%)
8.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to purchase or repurchase the Company's shares for an aggregate number not exceeding 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.	621,364,000 (100%)	0 (0%)
9.	To extend the general unconditional mandate granted to the directors of the Company under resolution no. 7 above by an amount representing the aggregate number of shares of the Company purchased or repurchased by the Company under resolution no. 8 above provided that such amount shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.	621,364,000 (100%)	0 (0%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE PERCENTAGE)	
		FOR	AGAINST
10.	To approve the renewal of the VDS Service Agreement.	528,314,000 (100%)	0 (0%)

The description of the above Resolutions is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favor of each of the above Resolutions, all the Resolutions were duly 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, 8 August 2017

*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, (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).*