

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company 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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the prospectus (the “**Prospectus**”) issued by Guru Online (Holdings) Limited (the “**Company**”) on 22 May 2015. Terms defined in the Prospectus should have the same meanings when used herein unless the context herein otherwise requires.

The Directors wish to clarify that the references to “Ordinance Requirements” in the section headed “Waivers from Strict Compliance with the GEM Listing Rules and the Companies (WUMP) Ordinance” (the “**Relevant Section**”) of the Prospectus refer to the requirements under section 342(1) and paragraph 27 of Part I and paragraph 31 of Part II of the Third Schedule to the Companies (WUMP) Ordinance, as summarised in the Relevant Section.

Save for the information disclosed above, all the details contained in the Prospectus remain unchanged. The inadvertent omission of the aforementioned references, do not, by themselves, render any other statements and information in the Prospectus inaccurate or misleading in any material respects nor did it materially impact the investors’ judgement of the business, financial and operating conditions of the Group or the suitability of listing of the Group.

The Directors are of the view that the clarification set out above is not material as the relevant requirements under the Companies (WUMP) Ordinance were summarised in the Relevant Section. The Directors wish to affirm that all material information relevant to the Placing and the Group has been disclosed in the Prospectus in accordance with the Companies (WUMP) Ordinance, the

Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the GEM Listing Rules. The Directors consider that the above clarification does not constitute material information that would require issuance of a supplemental prospectus.

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

Hong Kong, 28 May 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, Mr. Cheung Wing Hon, 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; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the Stock Exchange's website at www.hkexnews.hk 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.