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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 6
AUGUST 2015**

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 30 June 2015 (the “**AGM Notice**”) of Guru Online (Holdings) Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company dated 30 June 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**”) is pleased to announce that all the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM held at 3:00 p.m. on 6 August 2015.

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, which represented the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. The total number of Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 17.47A of the GEM Listing Rules was Nil. No Shareholder is required under the GEM Listing Rules to abstain from voting on any of the resolutions at the AGM. 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 and consider the audited combined financial statements and the reports of directors of the Company and the independent auditor of the Company for the year ended 31 March 2015.	1,087,906,000 (100.00%)	0 (0.00%)
2.	To re-elect Mr. Yip Shek Lun as an executive director of the Company.	1,087,906,000 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Ng Chi Fung as an executive director of the Company.	1,087,906,000 (100.00%)	0 (0.00%)
4.	To re-elect Ms. Wan Wai Ting as an executive director of the Company.	1,087,906,000 (100.00%)	0 (0.00%)
5.	To re-elect Ms. Wang Lai Man, Liza as a non-executive director of the Company.	1,087,906,000 (100.00%)	0 (0.00%)
6.	To authorize the board of Directors to fix the Directors' remuneration.	1,087,906,000 (100.00%)	0 (0.00%)
7.	To re-appoint Shinewing (HK) CPA Limited as the auditor of the Company and to authorize the Board to fix the auditor's remuneration.	1,087,906,000 (100.00%)	0 (0.00%)
8.	To grant a general unconditional mandate to the directors of the Company to allot, issue and deal with new shares of the Company with the aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM.	1,086,216,000 (99.84%)	1,690,000 (0.16%)
9.	To grant a general unconditional mandate to the directors of the Company to purchase or repurchase the Company's shares of an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM.	1,087,906,000 (100.00%)	0 (0.00%)
10.	To extend the general unconditional mandate granted to the directors of the Company under resolution no. 8 by an amount representing the aggregate nominal value of the shares purchased or repurchased by the Company under resolution no. 9.	1,086,216,000 (99.84%)	1,690,000 (0.16%)

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 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, 6 August 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, 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.