

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	31/8/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Guru Online (Holdings) Limited
Date Submitted	4 September 2015

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>8121</u> Descri	iption : Ordinary	shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	10,000,000,000	HK\$0.01	HK\$100,000,000
Increase/(decrease)			
Balance at close of the month	10,000,000,000	<u>HK\$0.01</u>	HK\$100,000,000
(2) Stock code : <u>N/A</u> Descri	iption : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

# 2. Preference Shares

Stock code :	N/A	Descrip	tion :	N/A		
			-	oreference ares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of preceding	g month				
Increase/(decreas	se)					
Balance at close	of the month	1				

#### 3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	otion : <u>N/A</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (StateHK\$100,000,000currency) :

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	1,667,200,000	N/A	N/A	N/A		
Increase/ (decrease) during the month		N/A	N/A	N/A		
Balance at close of the month	1,667,200,000	N/A	N/A	N/A		

## III. Details of Movements in Issued Share Capital

Share Options (under	Share Option	Schemes of the	Issuer)			
Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and -		Movement duri	ing the month		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share option scheme adopted on 20/5/2015						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	166,487,072
(Note 1)						(Remark 1)
2. N/A						
( / / ) shares (Note 1)						
3. N/A						
(//) shares						
(Note 1)						
		To	otal A. (Ordin	•	Nil	
			· ·	nce shares) Other class)	<u>N/A</u> N/A	
Fotal funds raised dur	ing the month	from exercise of				
options (State currenc				Nil		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal va close o preceding 1	of du	xercised uring the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>							
( / / )         Stock code (if listed)         Class of shares         issuable (Note 1)         Subscription price         EGM approval date							
(if applicable)							
(dd/mm/yyyy) 2. N/A	( / /	)					
					. <u></u>		
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )							
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)					
3. N/A	· · · · · · · · · · · · · · · · · · ·						
( / / )							
Stock code (if listed) Class of shares issuable (Note 1)							
Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)					
<u>4. N/A</u>							
	·						
( / / ) Stock code (if listed)							
Class of shares issuable ( <i>Note 1</i> )							
Subscription price EGM approval date							
(if applicable) (dd/mm/yyyy)	( / /	)					
			Total B.	(Ordin	nary shares)	N/A	
				(Prefere	ence shares)	N/A	
				(	Other class)	N/A	

Commetibles (i.e. Commetible i	nto Change of the I			For Main Board	r Main Board and GEM listed issuers			
Convertibles (i.e. Convertible in Convertibles Convertibl		Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month		
1. N/A								
Stock code (if listed)								
Class of shares								
issuable (Note 1)								
Subscription price								
EGM approval date								
(if applicable)								
(dd/mm/yyyy))	( / / )							
<u>2. N/A</u>								
$\frac{1}{2}$								
Stock code (if listed) Class of shares								
issuable (Note 1)								
Subscription price								
EGM approval date								
(if applicable)								
(dd/mm/yyyy)	( / / )							
3. N/A								
Stock code (if listed)				·				
Class of shares								
issuable (Note 1)								
Subscription price								
EGM approval date								
(if applicable) (dd/mm/yyyy)	( / / )							
4. N/A	( / / )							
<u>4. 1\/A</u>								
Stock code (if listed)								
Class of shares								
issuable (Note 1)								
Subscription price								
EGM approval date								
(if applicable)								
(dd/mm/yyyy)	( / / )							
		,	Total C. (Ordin		N/A	_		
				ence shares)	N/A	-		
			()	Other class)	N/A	_		

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	thereto	as at close of the month
1. <u>N/A</u>	-	
	-	
2. N/A		
shares (Note 1)		
3. <u>N/A</u>		
shares (Note 1)	-	
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	

Otl	her Movements in	Issued Share Capital				No. of new shares of issuer issued during the month pursuant thereto	may be issued pursuant thereto as at
	Type of Issue						close of the month
			Class of shares issuable (Note 1)				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	<b>NT</b> ( A	
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable ( <i>Note 1</i> )				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable ( <i>Note 1</i> )				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
						<u> </u>	1.1/21

	Turce of Louis	<u>F</u>	For N	<u>1ain</u>	Boar	d and GEM lis No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
-	Type of Issue						montin
5.	Scrip dividend At price : State	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment		· /	)		
	scrip dividend At price - currency —	date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( /	' /	)	<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares	Class of shares repurchased ( <i>Note 1</i> ) Cancellation date : (dd/mm/yyyy)	( /	· /	)		
		EGM approval date: (dd/mm/yyyy)	( /	' /	)	<u>N/A</u>	<u>N/A</u>
		Class of shares redeemed ( <i>Note 1</i> )					
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	( /	' /	)		
		EGM approval date: (dd/mm/yyyy)	( /	' /	)	<u>N/A</u>	<u>N/A</u>
		Class of shares issuable (Note 1)					
8.	Consideration issue At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( /	' /	)		
		EGM approval date: (dd/mm/yyyy)	( /	' /	)	<u>N/A</u>	<u>N/A</u>

				For Main Boar	Board and GEM listed issuers		
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
9.	Capital reorganisation		Class of shares issuab ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	ole ( / / ) ( / / )			
			EGM approval date: (dd/mm/yyyy)	( / / )	<u>N/A</u>	<u>N/A</u>	
10.	Other (Please specify)	At price : State	Class of shares issuab ( <i>Note 1</i> ) – Issue and allotment date : (dd/mm/yyyy)	ole ( / / )			
			EGM approval date: (dd/mm/yyyy) Total E.	( / / ) (Ordinary share (Preference share (Other class	s) N/A	<u>N/A</u>	
				(Other Clas	5) <u>1\/A</u>	-	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil		
	(2)	N/A		
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A			
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A			
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)				

Remarks (if any):

1.	Among these share options, the offer for grant of a total of 112,969,472 share options to Mr. Yip Shek Lun,		
	Ms. Wan Wai Ting and Mr. Ng Chi Fung are subject to the approval of shareholders of the Issuer at an		
	extraordinary general meeting. Details of the grant of share options are set out in the announcement of the		
	Issuer dated 13 July 2015.		

Submitted by: <u>Tsui Siu Hung, Raymond</u>

 Company Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.