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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)

PROFIT WARNING

This announcement is made by Guru Online (Holdings) Limited (the “**Company**”) pursuant to Rule 17.10 of the Rule Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company and potential investors that based on the unaudited consolidated management accounts of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 September 2015 and the information currently available, the Group is expected to record a loss for the six months ended 30 September 2015 as compared to a profit of approximately HK\$4.01 million for the six months ended 30 September 2014.

The expected loss for the six months ended 30 September 2015 is mainly attributable to (i) the recognition of the listing expenses of approximately HK\$7.5 million; (ii) the recognition of share-based payments; (iii) the increase in administrative expenses for continuing listing compliance, including but not limited to legal and professional fees, public relationship expenses and printing charges; (iv) the increase in the Directors’ emoluments; and (v) the operating loss incurred by a subsidiary established during the three months ended 30 September 2015 whose principal activity was the engagement in an Internet marketing platform for the travel industry.

As the Company is still in the process of finalizing the unaudited condensed consolidated financial statements for the six months ended 30 September 2015, the information contained in this announcement is only based on the preliminary assessment by the Company’s management according to the unaudited consolidated management accounts of the Group and the currently available information, which have not been audited or reviewed by the Company’s auditor. Shareholders of the Company and potential investors should read the Group’s interim results announcement for the six months ended 30 September 2015 carefully which is expected to be published on or about 12 November 2015.

Shareholders of the Company and potential investors should exercise caution when dealing in the shares 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, 2 November 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. 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.