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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 RESULT OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 12 JANUARY 2016**

Reference is made to the notice of extraordinary general meeting (the “**EGM**”) dated 23 December 2015 (the “**EGM Notice**”) of Guru Online (Holdings) Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company dated 23 December 2015. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

The board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that the ordinary resolution as set out in the EGM Notice was duly passed by the Independent Shareholders by way of poll at the EGM held on 12 January 2016.

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

As at the date of the EGM, the total number of issued Shares was 1,667,200,000 Shares. Cooper Global, Huayi Brothers, Mr. Ng Chi Fung, Ms. Wang Lai Mai, Liza, the respective associates of Mr. Yip Shek Lun and all core connected persons of the Company (who were in aggregate interested in 863,850,000 Shares) were required under the GEM Listing Rules to abstain and had abstained from voting in favour of the resolution at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution at the EGM was 803,350,000 Shares. The total number of Shares entitling the Shareholders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules was 863,850,000 Shares. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolution at the EGM.

The poll result in respect of the ordinary resolution proposed at the EGM is as follows:

ORDINARY RESOLUTION	NUMBER (%) (APPROXIMATE PERCENTAGE) OF VOTES	
	FOR	AGAINST
To approve the grant of 30,690,000 share options to Mr. Yip Shek Lun, entitling him to subscribe for 30,690,000 ordinary shares of the Company at an exercise price of HK\$0.315 per share under the share option scheme of the Company adopted on 20 May 2015	230,614,000 (99.27%)	1,690,000 (0.73%)

The description of the above resolution is by way of summary only. Please refer to the EGM Notice for the full text of the resolution.

As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution 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, 12 January 2016

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 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.