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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 4 AUGUST 2016**

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 30 June 2016 (the “**AGM Notice**”) of Guru Online (Holdings) Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company dated 30 June 2016. 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**”) of the Company is pleased to announce that all the proposed resolutions (the “**Resolutions**”) as set out in the Circular incorporating the AGM Notice were duly passed by the Shareholders by way of poll at the AGM held at 3:00 p.m. on 4 August 2016 at 22/F., AIA Tower, No. 183 Electric Road, North Point, Hong Kong.

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 was 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, consider and adopt the audited consolidated financial statements and the reports of directors of the Company and the independent auditor of the Company for the year ended 31 March 2016.	622,564,000 (100%)	0 (0.00%)
2.	To re-elect Ms. Cheung Laam as a non-executive director of the Company.	622,564,000 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Wang Zhong Lei as a non-executive director of the Company.	622,564,000 (100.00%)	0 (0.00%)
4.	To re-elect Mr. Tso Ping Cheong, Brian as an independent non-executive director of the Company.	622,564,000 (100.00%)	0 (0.00%)
5.	To re-elect Mr. David Tsoi as an independent non-executive director of the Company.	622,564,000 (100.00%)	0 (0.00%)
6.	To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.	622,564,000 (100.00%)	0 (0.00%)
7.	To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and authorize the board of directors of the Company to fix the auditor's remuneration.	622,564,000 (100.00%)	0 (0.00%)
8.	To grant a general unconditional mandate to the directors of the Company to allot, issue and deal with unissued shares of the Company for an aggregate number not exceeding 20% of the number of issued shares of the Company as at the date of the passing of this resolution.	621,464,000 (99.82%)	1,100,000 (0.18%)
9.	To grant a general unconditional mandate to the directors of the Company to purchase or repurchase the Company's shares and securities for an aggregate number not exceeding 10% of the number of issued shares of the Company as at the date of the passing of this resolution.	622,564,000 (100%)	0 (0.00%)
10.	To extend the general unconditional mandate granted to the directors of the Company under resolution no. 8 above by an amount representing the aggregate number of shares and securities of the Company purchased or repurchased by the Company under resolution no. 9 above.	621,464,000 (99.82%)	1,100,000 (0.18%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE PERCENTAGE)	
		FOR	AGAINST
11.	To approve the refreshment of the 10% scheme mandate limit on grant of share options under the share option scheme of the Company.	621,464,000 (99.82%)	1,100,000 (0.18%)

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 the 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, 4 August 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](http://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](http://www.guruonline.hk).*