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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)

**(1) POLL RESULTS OF THE EXTRAORDINARY
GENERAL MEETING HELD ON 14 JULY 2021; AND
(2) SHARE CONSOLIDATION**

The Board is pleased to announce that the ordinary resolution approving the Share Consolidation was duly passed by the Shareholders by way of poll at the EGM held on Wednesday, 14 July 2021.

All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Friday, 16 July 2021.

References are made to the announcement of Guru Online (Holdings) Limited (the “**Company**”) dated 11 June 2021 (the “**Announcement**”) and the circular of the Company dated 28 June 2021 (the “**Circular**”) regarding the Share Consolidation. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement and the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the resolution approving the Share Consolidation as set out in the notice (the “**Notice**”) of EGM dated 28 June 2021 (the “**Resolution**”) was duly passed by the Shareholders by way of poll as an ordinary resolution at the EGM held on 14 July 2021.

As at the date of the EGM, the total number of issued Shares was 1,667,200,000 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the EGM as set out in the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on the Resolution at the EGM. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the Resolution at the EGM.

The branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. Details of the poll results of the Resolution at the EGM are as follows:

RESOLUTION (Note 1)	Number of votes cast (%) (Note 2)	
	For	Against
To approve the proposed share consolidation of every ten (10) issued and unissued shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.10 each	432,057,500 (98.98%)	4,450,000 (1.02%)

Notes:

1. The full text of the Resolution is set out in the Notice.
2. The number of votes and percentage are based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy or corporate representative.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as ordinary resolution by way of poll at the EGM.

SHARE CONSOLIDATION

As all the conditions precedent to the Share Consolidation have been fulfilled, the Share Consolidation will become effective on Friday, 16 July 2021. Dealings in the Consolidated Shares will commence on Friday, 16 July 2021 at 9:00 a.m. Please refer to the Circular for details, including the trading arrangement and the free exchange of share certificates and matching services for odd lots of the Consolidated Shares in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from blue to yellow.

By order of the Board
Guru Online (Holdings) Limited
Yip Shek Lun
Chairman of the Board,
Chief Executive Officer and Executive Director

Hong Kong, 14 July 2021

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 Mr. Wang Zhong Lei and Ms. Cheung Laam, 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 Rules Governing the Listing of Securities on GEM of the Stock Exchange 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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein on this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company’s website at www.guruonline.com.hk.