

GURU ONLINE (HOLDINGS) LIMITED

超凡網絡(控股)有限公司

(incorporated in the Cayman Islands with limited liability)

(THE “COMPANY”)

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
OF THE BOARD OF DIRECTORS (THE “BOARD”)
OF THE COMPANY (THE “NOMINATION COMMITTEE”)**

(adopted on 20 May 2015)

Constitution

1. The Nomination Committee is established pursuant to a resolution passed by the Board at its meeting held on 20 May 2015. The constitution of the Nomination Committee shall comply with the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

Membership

2. Members of the Nomination Committee shall be appointed by the Board from among the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors.
3. The chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director.
4. The appointment of the members of the Nomination Committee may be revoked, replaced or additional members may be appointed to the Nomination Committee by separate resolutions passed by the Board and by the Nomination Committee. An appointment of a member of the Nomination Committee shall be automatically revoked if such member ceases to be a member of the Board.
5. The term of office of a member of the Nomination Committee shall be determined by the Board.

Notice of meetings

6. Unless otherwise agreed by all the Nomination Committee members, a meeting shall be convened by at least 14 days' notice unless otherwise agreed by all Nomination Committee members.
7. An Nomination Committee member may or the secretary of the Nomination Committee at the request of any Nomination Committee member may at any time summon a Nomination Committee meeting.
8. Notice of meeting shall be given to each Nomination Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the company secretary of the Company by such Nomination Committee member or in such other manner as the Nomination Committee members may from time to time determine.
9. Any notice given orally shall be followed by confirmation in writing before the meeting.
10. Notice of meeting shall state the purpose, time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Nomination Committee for the purposes of the meeting. These should be sent to all Nomination Committee members in a timely manner and at least 3 days before the intended date of the meeting (or other agreed period).

Attendance at meetings

11. The quorum of a Nomination Committee meeting shall be two members, one of whom must be an independent non-executive Director.
12. The company secretary of the Company shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Nomination Committee.
13. Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication.
14. Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.

Frequency of meetings

15. Meetings shall be held at least once a year.

Alternate Nomination Committee member

16. A Nomination Committee member may not appoint any alternate.

Authority

17. The Nomination Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.
18. The Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

19. The duties of the Nomination Committee shall be:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
 - (c) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive; and

- (d) to assess the independence of independent non-executive directors and review the independent non-executive directors' annual confirmations on their independence; and to make disclosure of its review results in the corporate governance report.

Reporting procedures

- 20. Draft and final versions of the minutes of the Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records respectively, in both cases within a reasonable time after such meetings. Full minutes of Nomination Committee meeting shall be kept by the company secretary of the Company. The secretary of the Nomination Committee or his representative shall circulate the minutes of meetings and reports of the Nomination Committee to all members of the Board.

Publication of the terms of reference of the Nomination Committee

- 21. The terms of reference of the Nomination Committee will be posted on the websites of the Company and the Growth Enterprise Market of the Stock Exchange, and will be made available upon request.

Others

- 22. The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules (including the Corporate Governance Code set out in Appendix 15 thereto), amend, supplement and revoke these terms of reference and any resolution passed by the Nomination Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.
- 23. The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Nomination Committee's activities and their responsibilities.
- 24. The Nomination Committee shall be responsible for approving all disclosure statements in relation to the Nomination Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on the websites of the Company and the Growth Enterprise Market of the Stock Exchange.
- 25. The Nomination Committee should be provided with sufficient resources to discharge its duties. The Company is obliged to supply the Nomination Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the senior management, the relevant Director should make additional

necessary enquiries. The Board and each Director shall have separate and independent access to the senior management.