

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 REMUNERATION COMMITTEE
OF THE BOARD OF DIRECTORS (THE “BOARD”)
OF THE COMPANY (THE “REMUNERATION COMMITTEE”)**

(adopted on 20 May 2015)

Constitution

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

Membership

2. Members of Remuneration 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 Remuneration Committee shall be appointed by the Board and shall be an independent non-executive director.
4. The appointment of the members of the Remuneration Committee may be revoked, replaced or additional members may be appointed to the Remuneration Committee by separate resolutions passed by the Board and by the Remuneration Committee. An appointment of a member of the Remuneration 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 Remuneration Committee shall be determined by the Board.
6. Each member of the Remuneration Committee shall disclose to the Remuneration Committee:
 - (a) any personal financial interest (other than as a Shareholder of the Company) in any matter to be decided by the Remuneration Committee; or
 - (b) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Remuneration Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Remuneration Committee.

Notice of meetings

7. Unless otherwise agreed by all the Remuneration Committee members, a meeting shall be convened by at least 14 days' notice unless otherwise agreed by all Remuneration Committee members.
8. A Remuneration Committee member or the secretary of the Remuneration Committee at the request of any Remuneration Committee members may at any time summon a Remuneration Committee meeting.

9. Notice of meeting shall be given to each Remuneration 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 Remuneration Committee member or in such other manner as the Remuneration Committee members may from time to time determine.
10. Any notice given orally shall be followed by confirmation in writing before the meeting.
11. 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 Remuneration Committee for the purposes of the meeting. These should be sent to all Remuneration 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

12. The quorum of a Remuneration Committee meeting shall be two members, one of whom must be an independent non-executive Director.
13. The company secretary of the Company shall be the secretary of the Remuneration Committee. The secretary of the Remuneration Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Remuneration Committee.
14. Members of the Remuneration Committee may attend meetings of the Remuneration Committee either in person or through other electronic means of communication.
15. Resolutions of the Remuneration 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

16. Meetings shall be held at least once a year to set policy on executive directors' remuneration and to fix the remuneration packages for all directors.

Alternate Remuneration Committee member

17. A Remuneration Committee member may not appoint any alternate.

Authority

18. The Remuneration 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.

19. The Remuneration 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

20. The duties of the Remuneration Committee shall be:

- (a) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing policy;
- (b) either (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management taking into account, among other things, the performance of the directors and market standards. This should include benefits in kind, pension rights and compensation payments including any compensation payable for loss or termination of their office or appointment;;
- (c) to review and approve the management's remuneration proposals with reference to corporate goals and objectives;
- (d) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (e) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (f) to make recommendations to the Board on the remuneration of non-executive directors;
- (g) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration; and
- (i) with respect to any service contracts of directors that require shareholders' approval under Rule 17.90 of the GEM Listing Rules, to advise shareholders as to whether the terms are fair and reasonable, advise whether such contracts are in the interests of the Company and its shareholders as a whole and to advise shareholders on how to vote.

Reporting procedures

21. Draft and final versions of the minutes of the Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comment and

records respectively, in both cases within a reasonable time after such meetings. Full minutes of Remuneration Committee meeting shall be kept by the company secretary of the Company. The secretary of the Remuneration Committee or his representative shall circulate the minutes of meetings and reports of the Remuneration Committee to all members of the Board.

Publication of the terms of reference of the Remuneration Committee

22. The terms of reference of the Remuneration 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

23. 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 Remuneration Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Remuneration Committee shall invalidate any prior act and resolution of the Remuneration Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.
24. The chairman of the Remuneration Committee or in his absence, another member of the Remuneration 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 Remuneration Committee's activities and their responsibilities.
25. The Remuneration Committee shall be responsible for approving all disclosure statements in relation to the Remuneration 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.
26. The Remuneration Committee should be provided with sufficient resources to discharge its duties. The Company is obliged to supply the Remuneration 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 individual Directors shall have separate and independent access to the senior management.