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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)**

**NOTICE IS HEREBY GIVEN** that the EGM of Guru Online (Holdings) Limited (the “**Company**”) will be held at 3:00 p.m. on Tuesday, 6 October 2015 at Level 22, AIA Tower, 183 Electric Road, North Point, Hong Kong for the following purposes:

To consider and, if thought fit, pass with or without amendments, the following resolutions:

**ORDINARY RESOLUTIONS**

1. **“THAT** the grant of 83,193,280 share options to Mr. Yip Shek Lun entitling him to subscribe for 83,193,280 ordinary shares of HK\$0.01 each in the share capital of the Company at an exercise price of HK\$0.63 per share under the share option scheme of the Company adopted on 20 May 2015 (the “**Share Option Scheme**”) as set out in the Company’s circular dated 16 September 2015, be and is hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to issue and allot shares of the Company pursuant to the exercise of such share options and do such things and acts as may be necessary or expedient in the opinion of the Directors in order to give full effect to such grant of share options to Mr. Yip Shek Lun and the issue of shares of the Company upon the exercise of such share options by Mr. Yip Shek Lun”.
2. **“THAT** the grant of 14,888,096 share options to Ms. Wan Wai Ting entitling her to subscribe for 14,888,096 ordinary shares of HK\$0.01 each in the share capital of the Company at an exercise price of HK\$0.63 per share under the Share Option Scheme as set out in the Company’s circular dated 16 September 2015, be and is hereby approved and the Directors be and are hereby authorised to issue and allot shares of the Company pursuant to the exercise of such share options and do such things and acts as may be necessary or expedient in the opinion of the Directors in order to give full effect to such grant of share options to Ms. Wan Wai Ting and the issue of shares of the Company upon the exercise of such share options by Ms. Wan Wai Ting”.

3. “**THAT** the grant of 14,888,096 share options to Mr. Ng Chi Fung which shall entitle him to subscribe for 14,888,096 ordinary shares of HK\$0.01 each in the share capital of the Company at an exercise price of HK\$0.63 per share under the Share Option Scheme as set out in the Company’s circular dated 16 September 2015, be and is hereby approved and the Directors be and are hereby authorised to issue and allot shares of the Company pursuant to the exercise of such share options and do such things and acts as may be necessary or expedient in the opinion of the Directors in order to give full effect to such grant of share options to Mr. Ng Chi Fung and the issue of shares of the Company upon the exercise of such share options by Mr. Ng Chi Fung”.

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

Hong Kong, 16 September 2015

*Registered office:*

Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head office and Principal place  
of business in Hong Kong:*

Level 22  
AIA Tower  
183 Electric Road  
North Point  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint one or more proxies (if he is a holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time for holding the EGM or any adjourned meeting thereof.
4. To ascertain the members' entitlement to attend and vote at the EGM, the register of members will be closed from Monday, 5 October 2015 to Tuesday, 6 October 2015, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 2 October 2015.
5. Members of the Company or their proxies shall produce documents of their proof of identity when attending the EGM.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the website of Company at [www.guruonline.hk](http://www.guruonline.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.

*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. Wang Lai Man, Liza, Ms. Cheung Laam and Ms. Hu Ming, and the independent non-executive Directors are Mr. Tso Ping Cheong, Brian, Mr. David Tsoi, Mr. Hong Ming Sang and Mr. Lam Tung Leung.*