

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)

**Form of Proxy for use at the Extraordinary General Meeting (the “EGM”) of
the Company to be held on 12 January 2016 (or any adjourned meeting thereof)**

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each in the share capital
of Guru Online (Holdings) Limited (the “Company”) **HEREBY APPOINT**³ _____
of _____
or failing him, the chairman of the EGM as my/our proxy, to attend and vote for me/us and on my/our behalf at the
EGM (or any adjourned meeting thereof) of the Company to be held at Level 22, AIA Tower, 183 Electric Road,
North Point, Hong Kong on Tuesday, 12 January 2016 at 3:00 p.m. for the purpose of considering and, if thought
fit, passing the resolution set out in the notice convening such meeting and at such meeting (or any adjourned
meeting thereof) to vote for me/us in my/our name(s) in respect of the said resolution as hereunder indicated or, if
no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To approve the grant of 30,690,000 share options to Mr. Yip Shek Lun, entitling him to subscribe for 30,690,000 ordinary shares of the Company at an exercise price of HK\$0.315 per share under the share option scheme of the Company adopted on 20 May 2015		

Dated this _____ day of _____ 2016. Signature⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
2. Please insert the number of shares of the Company (the “Shares”) registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK (“ ✓ ”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK (“ ✓ ”) IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any amendment to the resolutions referred to in the notice convening the EGM which has been properly put to the EGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
6. Where there are joint registered holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares 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 Shares shall alone be entitled to vote in respect thereof.
7. To be valid, this 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 shall be deposited at the Hong Kong’s branch share registrar of the Company, Tricor Investor Services Limited, whose office is located 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.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish and in that event, the instrument appointing a proxy shall be deemed to be revoked.
9. Members of the Company or their proxies attending the EGM shall provide their identity documents.

The description of the resolution in this form is by way of summary only. For the full text thereof please refer to the notice of the EGM dated 23 December 2015.