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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 ANNUAL GENERAL MEETING (“AGM”)**

**NOTICE IS HEREBY GIVEN** that the AGM of Guru Online (Holdings) Limited (the “**Company**”) will be held at 3:00 p.m. on Thursday, 4 August 2016 at 22/F., AIA Tower, No.183 Electric Road, North Point, Hong Kong for the following purposes:

**ORDINARY RESOLUTIONS**

As ordinary business to consider and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of directors of the Company and the independent auditor of the Company for the year ended 31 March 2016;
2. To re-elect Ms. Cheung Laam as a non-executive director of the Company;
3. To re-elect Mr. Wang Zhong Lei as a non-executive director of the Company;
4. To re-elect Mr. Tso Ping Cheong, Brian as an independent non-executive director of the Company;
5. To re-elect Mr. David Tsoi as an independent non-executive director of the Company;
6. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company;
7. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and authorize the board of directors of the Company to fix the auditor’s remuneration; and

8. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with unissued shares in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities, and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) (as amended from time to time) (the **“GEM Listing Rules”**), be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined below);
- (c) the aggregate number of shares or securities of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any issue of shares of the Company upon the exercise of the rights of subscription or conversion under the terms of any warrants, bonds or debentures which may be issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any options granted under any share option schemes or similar arrangement adopted by the Company from time to time for the grant or issue to the employees, officers, directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; (iv) any scrip dividend schemes or similar arrangements providing for allotment and issue of shares of the Company in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company from time to time; or (v) a specific authority granted by the shareholders of the Company, shall not exceed 20% of the number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“Rights Issue” means an offer of shares of the Company or offer or issue of warrants or options or other securities giving rights to subscribe for the shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any legal restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws, or the requirements, of any jurisdiction, or any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

9. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase or repurchase shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of the shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of the issued shares of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

10. **“THAT** conditional upon resolutions 8 and 9 above being passed (with or without amendments), the general and unconditional mandate granted to the directors of the Company to exercise all powers of the Company to allot, issue and deal with unissued shares of the Company pursuant to the resolution set out in resolution 8 above be and is hereby extended by the addition thereto an amount representing the aggregate number of shares and securities of the Company purchased or repurchased by the Company pursuant to the authority granted to the directors of the Company under resolution 9 above, provided that such amount shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of said resolution no. 9.”

As special business, to consider and, if thought fit, pass the following resolution (with or without amendments) as an ordinary resolution of the Company:

11. **“THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of Hong Kong Limited of, the listing of and permission to deal in, the shares of the Company to be issued pursuant to the exercise of options which may be granted under the scheme mandate limit (the **“Scheme Mandate Limit”**) pursuant to the share option scheme adopted by written resolution of the Company on 20 May 2015 (the **“Share Option Scheme”**), as refreshed in the manner set out in paragraph (a) of this resolution below,
- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the issued shares of the Company as at the date of passing of this resolution (excluding for this purpose, options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) be and is hereby approved;
  - (b) the directors of the Company be and are hereby authorized to offer or grant options pursuant to the Share Option Scheme to subscribe for shares of the Company up to the refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with the shares upon the exercise of such options; and
  - (c) the directors of the Company be and are hereby authorized do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

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

Hong Kong, 30 June 2016

*Notes:*

1. A member of the Company entitled to attend and vote at the AGM 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 AGM and voting in person should he so wish. In such event, his form of proxy will be deemed to be revoked.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, 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 AGM 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 AGM 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, not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.
4. To ascertain the members' entitlement to attend and vote at the meeting, the register of members will be closed from Tuesday, 2 August 2016 to Thursday, 4 August 2016, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to be entitled to attend and vote at the AGM, all completed share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, 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 Monday, 1 August 2016.
5. An explanatory statement containing further details regarding resolution no. 9 above is set out in Appendix I to the circular of the Company dated 30 June 2016 of which this notice of AGM forms part.
6. Details of the retiring directors proposed to be re-elected as directors of the Company are set out in Appendix II to the circular of the Company dated 30 June 2016 of which this notice of AGM forms part.
7. Members of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.
8. 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 AGM, the AGM 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 Shareholders of the date, time and place of the rescheduled AGM.

*As at the date of this announcement, the executive directors of the Company are Mr. Yip Shek Lun, Mr. Ng Chi Fung and Ms. Wan Wai Ting; the non-executive directors of the Company are Mr. Wang Zhong Lei and Ms. Cheung Laam, and the independent non-executive directors of the Company 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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM") 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement will also be published on the Company's website at [www.guruonline.hk](http://www.guruonline.hk).*