

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Guru Online (Holdings) Limited (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**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)**

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of the Company (“**AGM**”) to be held at 3:00 p.m. on Thursday, 6 August 2015 at Level 22, AIA Tower, 183 Electric Road, North Point, Hong Kong is set out on pages 20 to 24 of this circular. A form of proxy for use by the shareholders at the AGM is enclosed.

Whether or not you are able to attend the AGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

*This circular, together with a form of proxy, will remain on the GEM 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 publication and on the Company’s website at [www.guruonline.hk](http://www.guruonline.hk).*

---

## CHARACTERISTICS OF GEM

---

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions . . . . .</b>	1
<b>Letter from the Board . . . . .</b>	4
<b>Appendix I – Explanatory Statement on the Repurchase Mandate . . . . .</b>	8
<b>Appendix II – Details of Directors proposed to be re-elected at the AGM . . . . .</b>	13
<b>Notice of AGM . . . . .</b>	20

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“Acting in Concert Confirmation and Undertaking”	a deed of acting in concert confirmation and undertaking entered into among Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man Liza dated 2 January 2014, whereby they (i) confirmed that, since 1 April 2011, they have adopted a consensus building approach to reach decisions on a unanimous basis, voted as a group (by themselves and/or through companies controlled by them) in respect of all corporate matters relating to the financials and operations of our Group at the shareholder and board levels of each member company within the Group, and have been given sufficient time and information to consider and discuss in order to reach consensus; and (b) have undertaken that, upon execution of this acting in concert confirmation and undertaking and during the period they (by themselves or together with their associates) remain in control of our Group until this acting in concert confirmation and undertaking is terminated by them in writing, they will maintain the above acting-in-concert relationship
“AGM”	the annual general meeting of the Company to be held at 3:00 p.m. on Thursday, 6 August 2015 at Level 22, AIA Tower, 183 Electric Road, North Point, Hong Kong, for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular
“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Company”	Guru Online (Holdings) Limited (Stock Code: 8121), a company incorporated in the Cayman Islands as an exempted company with limited liability, the issued Shares of which are listed on the GEM
“controlling shareholder(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange

---

## DEFINITIONS

---

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 June 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Date”	29 May 2015, being the date on which dealing in the Company’s Shares first commence on the Stock Exchange
“Memorandum”	the memorandum of association of the Company as amended, supplemented or modified from time to time
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to purchase or repurchase the Shares of the aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“substantial shareholder(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



---

## LETTER FROM THE BOARD

---

### **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)**

*Executive Directors:*

Mr. Yip Shek Lun (*Chairman and Chief Executive Officer*)  
Mr. Ng Chi Fung  
Ms. Wan Wai Ting

*Non-Executive Director:*

Ms. Wang Lai Man, Liza  
Mr. Cheung Wing Hon  
Ms. Cheung Laam  
Ms. Hu Ming

*Independent Non-executive Directors:*

Mr. Tso Ping Cheong, Brian  
Mr. David Tsoi  
Mr. Hong Ming Sang  
Mr. Lam Tung Leung

*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

30 June 2015

*To the Shareholders*

Dear Sirs or Madams,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;**  
**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to:

- (a) the granting of the Issue Mandate to the Directors;
- (b) the granting of the Repurchase Mandate to the Directors;
- (c) the granting of the extension mandate to extend the Issue Mandate by an amount representing the aggregate nominal amount of any Shares purchased or repurchased under the Repurchase Mandate; and
- (d) the re-election of the retiring Directors.

---

## LETTER FROM THE BOARD

---

### ISSUE MANDATE

The Directors have been granted a general unconditional mandate to allot, issue and deal with Shares pursuant to the written resolutions of the Shareholders passed on 20 May 2015. As at the Latest Practicable Date, the existing general mandate has not been utilized and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution.

### REPURCHASE MANDATE

The Directors have been granted a general unconditional mandate to exercise the power of the Company to repurchase Shares pursuant to the written resolutions of the Shareholders passed on 20 May 2015. As at the Latest Practicable Date, the existing repurchase mandate has not been utilized and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general mandate to exercise all the powers of the Company to purchase or repurchase Shares with the aggregate nominal value not exceeding 10% of the aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution.

An explanatory statement giving the particulars required under the GEM Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out in the Appendix I to this circular.

The Issue Mandate and Repurchase Mandate will remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking or varying such mandate.

The Company has in issue an aggregate of 1,667,200,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with 333,440,000 new Shares and to repurchase a maximum of 166,720,000 Shares respectively, on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

### EXTENSION OF ISSUE MANDATE

In addition, if the Issue Mandate and the Repurchase Mandate are granted, an ordinary resolution will be proposed at the AGM to authorize the Directors to extend the Issue Mandate to allot and issue Shares by an amount of shares representing the aggregate nominal value of shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate.



---

## LETTER FROM THE BOARD

---

### RE-ELECTION OF THE DIRECTORS

Pursuant to Article 112, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such meeting.

Pursuant to Article 108(a), at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

Pursuant to Article 108(b), the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

In accordance with the above provisions of the Articles, Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza will retire from office and, being eligible, offer themselves for re-election as executive Directors (in the case of Mr. Yip Shek Lun, Mr. Ng Chi Fung and Ms. Wan Wai Ting) and non-executive Director (in the case of Ms. Wang Lai Man, Liza) at the AGM. Particulars of the retiring Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

### AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at Level 22, AIA Tower, 183 Electric Road, North Point, Hong Kong at 3:00 p.m. on Thursday, 6 August 2015 is set out on pages 20 to 24 of this circular. Ordinary resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.

---

## LETTER FROM THE BOARD

---

### VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules, on the results of the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors believe that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### GENERAL INFORMATION

Your attention is also drawn to the appendices to this circular.

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

---

## **APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

---

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, a total of 1,667,200,000 Shares were in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, exercise in full of the Repurchase Mandate, on the basis of 1,667,200,000 Shares in issue as at the Latest Practicable Date, could result in up to a maximum of 166,720,000 Shares being repurchased by the Company.

### **2. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

As compared with the position disclosed in the audited combined financial statements of the Company as at 31 March 2015, the Directors consider that there could be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed purchases period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company.

### **3. SOURCE OF FUNDS**

The Company is empowered by the Memorandum and the Articles to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and the Articles, the Cayman Companies Laws, the GEM Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

Any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorized by the Articles and subject to the Cayman Companies Laws and/or other applicable laws, rules and regulations, out of capital. The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, if authorized by the Articles and

---

## **APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

---

subject to Cayman Companies Laws and/or other applicable laws, rules and regulations, out of capital. The Shares so repurchased will be treated as cancelled but the aggregate amount of authorized share capital will not be reduced.

The Company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or settlement otherwise than in accordance with the trading rules of the Stock Exchange.

### **4. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

### **5. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and all applicable laws of the Cayman Islands.

### **6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell any of their Shares to the Company or its subsidiaries pursuant to the Repurchase Mandate.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any of his/her/its Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company, in the event that the Company is authorized to make repurchases of the Shares.

### **7. DISCLOSURE OF INTEREST AND EFFECT OF THE TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

---

## APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

---

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows. Their respective interests as at the Latest Practicable Date is shown under the column “Percentage of shareholding (before repurchase)” while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Repurchase Mandate (and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date up to the date on which the Repurchase Mandate, if approved by the Shareholders, is exercised in full) is shown under the column “Percentage of shareholding (after repurchase)”.

Name	Nature of interest	Total number of Shares held	Percentage of shareholding (before repurchase)	Percentage of shareholding (after repurchase)
Mr. Yip Shek Lun (“Mr. Alan Yip”) (Chairman)	Interests held jointly with another person (Note 1)	365,760,000	21.94%	24.38%
	Interest in controlled corporation (Note 2)/ Interest of spouse (Note 3)	249,120,000	14.94%	16.60%
Ms. Wan Wai Ting (“Ms. Karin Wan”)	Interests held jointly with another person (Note 1)	365,760,000	21.94%	24.38%
	Interest in controlled corporation (Note 2)/ Interest of spouse (Note 3)	249,120,000	14.94%	16.60%
Mr. Ng Chi Fung (“Mr. Jeff Ng”)	Interests held jointly with another person (Note 1)	432,000,000	25.91%	28.79%
	Beneficial owner	182,880,000	10.97%	12.19%
Ms. Wang Lai Man, Liza (“Ms. Liza Wang”)	Interests held jointly with another person (Note 1)	432,000,000	25.91%	28.79%
	Beneficial owner	182,880,000	10.97%	12.19%
Mr. Cheung Wing Hon (“Mr. Patrick Cheung”)	Interest in controlled corporation (Note 4)	132,720,000	7.96%	8.85%
Cooper Global Capital Limited (“Cooper Global”)	Beneficial owner	249,120,000	14.94%	16.60%
Huayi Brothers International Investment Ltd. (“Huayi Brothers”)	Beneficial owner	248,970,000	14.93%	16.59%

---

## APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

---

Name	Nature of interest	Total number of Shares held	Percentage of shareholding (before repurchase)	Percentage of shareholding (after repurchase)
HUAYI BROTHERS INTERNATIONAL LIMITED ("Huayi Brothers International")	Interest in controlled corporation ( <i>Note 5</i> )	248,970,000	14.93%	16.59%
Huayi Brothers Media Corporation ("Huayi Brothers Media")	Interest in controlled corporation ( <i>Note 5</i> )	248,970,000	14.93%	16.59%
PURE FORCE INVESTMENTS LIMITED ("Pure Force")	Beneficial owner	109,930,000	6.59%	7.33%
HGI GROWTH CAPITAL LIMITED ("HGI Growth")	Beneficial owner	132,720,000	7.96%	8.85%
Ms. Chen Wing Man	Interest of spouse ( <i>Note 6</i> )	614,880,000	36.88%	40.98%
Ms. Lo Wai Kei	Interest of spouse ( <i>Note 7</i> )	132,720,000	7.96%	8.85%
Mr. Wong Yuet Yeung Harry	Interest in controlled corporation ( <i>Note 8</i> )	109,930,000	6.59%	7.33%

*Notes:*

- Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. By the Acting in Concert Confirmation and Undertaking, each of Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang confirmed that they have exercised their voting rights at the meetings of the shareholders and/or directors of members of our Group in unanimity since 1 April 2011 and will continue to do so.
- These Shares are held by Cooper Global, which is owned as to 50.00% by Mr. Alan Yip and 50.00% by Ms. Karin Wan. By virtue of the SFO, Mr. Alan Yip and Ms. Karin Wan are deemed to be interested in the Shares held by Cooper Global.
- Mr. Alan Yip is the spouse of Ms. Karin Wan. Under the SFO, Mr. Alan Yip is deemed to be interested in all the Shares in which Ms. Karin Wan is interested in. Ms. Karin Wan is the spouse of Mr. Alan Yip. Under the SFO, Ms. Karin Wan is deemed to be interested in all the Shares in which Mr. Alan Yip is interested in.
- These Shares are held by HGI Growth, which is wholly owned by Mr. Patrick Cheung. By virtue of the SFO, Mr. Patrick Cheung is deemed to be interested in the Shares held by HGI Growth.
- These Shares are held by Huayi Brothers, which is wholly owned by Huayi Brothers International, which is in turn wholly owned by Huayi Brothers Media. By virtue of the SFO, Huayi Brothers International and Huayi Brothers Media are deemed to be interested in the Shares held by Huayi Brothers.

---

## APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

---

6. Ms. Chen Wing Man is the spouse of Mr. Jeff Ng. Under the SFO, Ms. Chen Wing Man is deemed to be interested in all the Shares in which Mr. Jeff Ng is interested in.
7. Ms. Lo Wai Kei is the spouse of Mr. Patrick Cheung. Under the SFO, Ms. Lo Wai Kei is deemed to be interested in all the Shares in which Mr. Patrick Cheung is interested in.
8. These Share are held by Pure Force, which is wholly owned by Mr. Wong Yuet Yeung Harry. By virtue of the SFO, Mr. Wong Yuet Yeung Harry is deemed to be interested in the Shares held by Pure Force.

On the basis of the current shareholding of the Company, an exercise of the Repurchase Mandate in full will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code by Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Lisa Wang, who are parties acting in concert pursuant to the Acting in Concert Confirmation and Undertaking and are deemed to hold approximately 36.88% of the issued share capital of the Company as of the Latest Practicable Date. However, the Directors do not have a present intention to exercise the Repurchase Mandate to such extent that would give rise an obligation to the Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25%.

### 8. SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during the period from the Listing Date up to the Latest Practicable Date were as follows:

	Price per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
May (since the Listing Date)	3.59	0.60
June (up to the Latest Practicable Date)	1.24	0.65

### 9. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the 6 months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

**EXECUTIVE DIRECTORS****MR. YIP SHEK LUN**

**Mr. Yip Shek Lun (葉碩麟)**, aged 33, is our chief executive officer, chairman of the Board and executive Director. Mr. Yip is one of the founders of the Group. Mr. Yip is primarily responsible for the day-to-day management of the Group, formulating overall business development strategies and overseeing the PRC operations of the Group. He is a member of the remuneration committee and nomination committee.

Mr. Yip graduated from The Chinese University of Hong Kong in Hong Kong, with a degree of bachelor of business administration in December 2004. From July 2004 to April 2006, Mr. Yip was the assistant account manager of Procter & Gamble Hong Kong Ltd, a consumer goods company. From May 2006 to April 2007, he worked as the marketing manager of La Souhait Cosmetic Limited, the principal business of which is the trading of cosmetic products, and was later appointed as its marketing director serving the Greater China region.

Mr. Yip is also a director of AdBeyond Holdings Limited (“**AdBeyond BVI**”) and AdBeyond (Group) Limited (“**AdBeyond HK**”) and the executive director of 廣州超帆信息科技有限公司 (Adbeyond (Group) Limited) (“**AdBeyond GZ**”) and 北京超凡高睿科技有限公司 (Beijing AdBeyond Gao Rui Technology Company Limited) (“**AdBeyond BJ**”), respectively. In addition, Mr. Yip is a director of Cooper Global which is one of our controlling shareholders.

Mr. Yip Shek Lun is the spouse of Ms. Wan Wai Ting. Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza are persons acting in concert. By the Acting in Concert Confirmation and Undertaking, each of Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza (a) confirmed that since 1 April 2011, they have adopted a consensus building approach to reach decisions on a unanimous basis, voted as a group (by themselves and/or through companies controlled by them) in respect of all corporate matters relating to the financials and operations of the Group at the shareholder and board levels of each member company within the Group, and have been given sufficient time and information to consider and discuss in order to reach consensus; and (b) have undertaken that, upon execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of our Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing, they will maintain the above acting-in-concert relationship.

Save as disclosed, Mr. Yip Shek Lun is not connected with any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed, Mr. Yip Shek Lun has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years and have not held other major appointments and professional qualifications.



Mr. Yip Shek Lun has entered into a service agreement with the Company pursuant to which he has agreed to act as an executive Director for a fixed term of one year with effect from the Listing Date and the annual director's fee is HK\$1,236,000. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, subject to early termination in accordance with the terms of the service agreement. Mr. Yip Shek Lun is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

As at the Latest Practicable Date, Cooper Global, which is owned as to 50% by Mr. Yip Shek Lun and 50% by Ms. Wan Wai Ting, owns 249,120,000 Shares representing approximately 14.94% of the issued share capital of the Company. Mr. Ng Chi Fung owns 182,880,000 Shares representing approximately 10.97% of the issued share capital of the Company. Ms Wang Lai Man, Liza owns 182,880,000 Shares representing approximately 10.97% of the issued share capital of the Company. Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. Accordingly, Mr. Yip Shek Lun is deemed to be interested in 614,880,000 Shares representing approximately 36.88% of the issued share capital of the Company.

Save as disclosed, as at the Latest Practicable Date, Mr. Yip Shek Lun does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to Mr. Yip Shek Lun that need to be brought to the attention of the Shareholders.

#### **MR. NG CHI FUNG**

**Mr. Ng Chi Fung (伍致豐)**, aged 32, is our executive Director. Mr. Ng is also one of the founders of the Group. Mr. Ng is primarily responsible for the overall business administration, sales and marketing and management of the Group.

Mr. Ng graduated from The Wharton School of Finance and Commerce at the University of Pennsylvania in the United States, with a degree of bachelor of science in economics majoring in finance and accounting in May 2004. Mr. Ng has successfully completed all three levels of the CFA Program organised by the CFA Institute in June 2006. From August 2004 to December 2005, Mr. Ng worked in McKinsey & Company, a management consulting firm, as a business analyst. In June 2005, Mr. Ng founded a health care company, Home of the Elderly Consultancy Limited, which specialises in providing elderly home referral services to the elderly and their families and has been acting as its chairman and non-executive director since then. Since May 2012, Mr. Ng has been a non-executive director of AMOS Enterprises Limited, a technology company which focuses on providing and developing innovative solutions on electrical, electronic and information technology. Mr. Ng is the 2014 president of Junior Chamber International Peninsula (Hong Kong), an international organisation for young professionals and entrepreneurs which aims to foster youngsters' leadership skills, social responsibility, enhance

international friendship and the building of business network. Mr. Ng is a screening committee member of Hong Kong Business Angel Network, a non-profit organisation with the mission to foster angel investment in Hong Kong.

Mr. Ng is also a director of AdBeyond BVI, AdBeyond HK, iMinds Interactive Holdings Limited (“iMinds BVI”) and iMinds Interactive Limited (“iMinds HK”), respectively.

Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza are persons acting in concert. By the Acting in Concert Confirmation and Undertaking, each of Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza (a) confirmed that since 1 April 2011, they have adopted a consensus building approach to reach decisions on a unanimous basis, voted as a group (by themselves and/or through companies controlled by them) in respect of all corporate matters relating to the financials and operations of the Group at the shareholder and board levels of each member company within the Group, and have been given sufficient time and information to consider and discuss in order to reach consensus; and (b) have undertaken that, upon execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of our Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing, they will maintain the above acting-in-concert relationship.

Save as disclosed above, Mr. Ng Chi Fung is not connected with any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed, Mr. Ng Chi Fung has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years and have not held other major appointments and professional qualifications.

Mr. Ng Chi Fung has entered into a service agreement with the Company pursuant to which he has agreed to act as an executive Director for a fixed term of one year with effect from the Listing Date and the annual director’s fee is HK\$1,020,000. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, subject to early termination in accordance with the terms of the service agreement. Mr. Ng Chi Fung is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

As at the Latest Practicable Date, Cooper Global, which is owned as to 50% by Mr. Yip Shek Lun and 50% by Ms. Wan Wai Ting, owns 249,120,000 Shares representing approximately 14.94% of the issued share capital of the Company. Mr. Ng Chi Fung owns 182,880,000 Shares representing approximately 10.97% of the issued share capital of the Company. Ms Wang Lai Man, Liza owns 182,880,000 Shares representing approximately 10.97% of the issued share capital of the Company. Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. Accordingly, Mr. Ng Chi Fung is deemed to be interested in 614,880,000 Shares representing approximately 36.88% of the issued share capital of the Company.

Save as disclosed, as at the Latest Practicable Date, Mr. Ng Chi Fung does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Mr. Ng Chi Fung had been a director of Dream Capital Limited (夢資本有限公司) (“**Dream Capital**”), Easy Develop Limited (依時拓展有限公司) (“**Easy Develop**”), Village of Elderly (Group) Limited (長者軒(集團)有限公司) (“**Village of Elderly**”) and Winway International Trading Limited (斌滙貿易有限公司) (“**Winway**”), all of which were private companies incorporated in Hong Kong. Dream Capital, Easy Develop, Village of Elderly and Winway were dissolved by deregistration pursuant to Section 291AA of the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong, as in force from time to time before 3 March 2014) on 12 July 2013, 11 October 2013, 7 July 2006 and 4 April 2003, respectively. Prior to being dissolved by deregistration, none of Dream Capital, Easy Develop, Village of Elderly and Winway had commenced business. Mr. Ng Chi Fung confirmed that Dream Capital, Easy Develop, Village of Elderly and Winway were solvent at the time of them being dissolved by deregistration.

Save as disclosed, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to Mr. Ng Chi Fung that need to be brought to the attention of the Shareholders.

#### **MS. WAN WAI TING**

**Ms. Wan Wai Ting (尹瑋婷)**, aged 32, is our executive Director. Ms. Wan is also one of the founders of the Group. Ms. Wan is also the chief creative director of AdBeyond HK. She is responsible for supervising our PRC business development and projects.

Ms. Wan obtained her degree of bachelor of business administration from The Chinese University of Hong Kong in Hong Kong, in December 2004. From December 2004 to October 2006, she worked as the marketing executive of AOM Sun Ltd, the sole agent of CITIZEN electronic products, where she was responsible for liaising with advertising agencies, organising promotional activities and analysing marketing strategies.

Ms. Wan led the Group in winning several awards throughout the markets in Asia-Pacific and Hong Kong, such as the Marketing Magazine’s Marketing Events Award (Singapore) 2014 and the Marketing Magazine’s Mobile Excellence Awards (Hong Kong) 2013. Ms. Wan was also a columnist of Hong Kong Economic Journal and iMoney Magazine in 2009 and 2010 under the pen name “韋小婷” (literally translated as “Wai Siu Ting”), respectively.

Ms. Wan is also a director of AdBeyond BVI and AdBeyond HK and the supervisor of AdBeyond GZ and AdBeyond BJ, respectively. In addition, Ms. Wan is a director of Cooper Global which is one of our controlling shareholders.

Ms. Wan Wai Ting is the spouse of Mr. Yip Shek Lun. Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza are persons acting in concert. By the Acting in Concert Confirmation and Undertaking, each of Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza (a) confirmed that since 1 April 2011, they have adopted a consensus building

approach to reach decisions on a unanimous basis, voted as a group (by themselves and/or through companies controlled by them) in respect of all corporate matters relating to the financials and operations of the Group at the shareholder and board levels of each member company within the Group, and have been given sufficient time and information to consider and discuss in order to reach consensus; and (b) have undertaken that, upon execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of our Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing, they will maintain the above acting-in-concert relationship.

Save as disclosed above, Ms. Wan Wai Ting is not connected with any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed, Ms. Wan Wai Ting has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years and have not held other major appointments and professional qualifications.

Ms. Wan Wai Ting has entered into a service agreement with the Company pursuant to which she has agreed to act as an executive Director for a fixed term of one year with effect from the Listing Date and the annual director's fee is HK\$1,020,000. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, subject to early termination in accordance with the terms of the service agreement. Ms. Wan Wai Ting is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

As at the Latest Practicable Date, Cooper Global, which is owned as to 50% by Mr. Yip Shek Lun and 50% by Ms. Wan Wai Ting, owns 249,120,000 Shares representing approximately 14.94% of the issued share capital of the Company. Mr. Ng Chi Fung owns 182,880,000 Shares representing approximately 10.97% of the issued share capital of the Company. Ms. Wang Lai Man, Liza owns 182,880,000 Shares representing approximately 10.97% of the issued share capital of the Company. Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. Accordingly, Ms. Wan Wai Ting is deemed to be interested in 614,880,000 Shares representing approximately 36.88% of the issued share capital of the Company.

Save as disclosed, as at the Latest Practicable Date, Ms. Wan Wai Ting does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to Ms. Wan Wai Ting that need to be brought to the attention of the Shareholders.

**NON-EXECUTIVE DIRECTOR****MS. WANG LAI MAN, LIZA**

**Ms. Wang Lai Man, Liza (王麗文)**, aged 33, is our non-executive Director. Ms. Wang is also one of the founders of the Group. Ms. Wang is primarily responsible for the corporate relations and business development of the Group.

Ms. Wang attended the Education Abroad Program at the University of California, Berkeley in the United States, in Fall 2003 and graduated from The Chinese University of Hong Kong in Hong Kong, with a degree of bachelor of business administration in December 2005. She was a finalist in the Copenhagen Business School Case Competition in 2005. From May 2005 to May 2007, Ms. Wang worked in Procter & Gamble Hong Kong Ltd., a consumer goods company, with the last position as assistant brand manager in marketing department.

Ms. Wang is also a director of AdBeyond BVI and AdBeyond HK, respectively.

Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza are persons acting in concert. By the Acting in Concert Confirmation and Undertaking, each of Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza (a) confirmed that since 1 April 2011, they have adopted a consensus building approach to reach decisions on a unanimous basis, voted as a group (by themselves and/or through companies controlled by them) in respect of all corporate matters relating to the financials and operations of the Group at the shareholder and board levels of each member company within the Group, and have been given sufficient time and information to consider and discuss in order to reach consensus; and (b) have undertaken that, upon execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of our Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing, they will maintain the above acting-in-concert relationship.

Save as disclosed, Ms. Wang Lai Man, Liza is not connected with any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed, Ms. Wang Lai Man, Liza has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years and have not held other major appointments and professional qualifications.

Ms. Wang Lai Man, Liza has entered into a service agreement with the Company pursuant to which she has agreed to act as a non-executive Director for a fixed term of one year with effect from the Listing Date and the annual director's fee is HK\$60,000. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, subject to early termination in accordance with the terms of the service agreement. Ms. Wang Lai Man, Liza is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles.

As at the Latest Practicable Date, Cooper Global, which is owned as to 50% by Mr. Yip Shek Lun and 50% by Ms. Wan Wai Ting, owns 249,120,000 Shares representing approximately 14.94% of the issued share capital of the Company. Mr. Ng Chi Fung owns 182,880,000 Shares representing approximately 10.97% of the issued share capital of the Company. Ms Wang Lai Man, Liza owns 182,880,000 Shares representing approximately 10.97% of the issued share capital of the Company. Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. Accordingly, Ms. Wang Lai Man, Liza is deemed to be interested in 614,880,000 Shares representing approximately 36.88% of the issued share capital of the Company.

Save as disclosed, as at the Latest Practicable Date, Ms. Wang Lai Man, Liza does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to Ms. Wang Lai Man, Liza that need to be brought to the attention of the Shareholders.

---

## NOTICE OF AGM

---

### **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 IS HEREBY GIVEN** that the annual general meeting of Guru Online (Holdings) Limited (the “**Company**”) will be held at 3:00 p.m. on Thursday, 6 August 2015 at Level 22, AIA Tower, 183 Electric Road, North Point, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

1. To receive and consider the audited combined financial statements and the reports of directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 March 2015;
2. To re-elect Mr. Yip Shek Lun as an executive director of the Company;
3. To re-elect Mr. Ng Chi Fung as an executive director of the Company;
4. To re-elect Ms. Wan Wai Ting as an executive director of the Company;
5. To re-elect Ms. Wang Lai Man, Liza as a non-executive director of the Company;
6. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
7. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and authorize the Board to fix the auditor’s remuneration; and

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

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 the powers of the Company to allot, issue and deal with new shares in the capital of the Company 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;

---

## NOTICE OF AGM

---

- (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 nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the rights of subscription or conversion under the terms of any warrants which may be issued by the Company or any securities which are convertible into shares; (iii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees, officers, directors 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; and (iv) any scrip dividend or similar arrangement providing for allotment of shares 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, shall not exceed 20% of the aggregate nominal amount of the existing issued share capital of the Company as at the date of 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 of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such mandate.



---

## NOTICE OF AGM

---

“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 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 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 of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange, in any territory outside Hong Kong, applicable to the Company).”

9. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the 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 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 this 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 nominal amount 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 shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue 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 of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such mandate.”

---

## NOTICE OF AGM

---

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

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 2015

*Notes:*

1. A member of the Company entitled to attend and vote at the annual general meeting 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 annual general meeting 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, any one of such persons may vote at the annual general meeting, 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 annual general meeting 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 annual general meeting 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 for holding the annual general meeting 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, 4 August 2015 to Thursday, 6 August 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 meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, 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, 3 August 2015.
5. An explanatory statement containing further details regarding resolution no. 9 above is set out in Appendix I to this circular of which this notice of AGM forms part.
6. Details of the retiring directors of the Company are set out in Appendix II to this circular.

---

## NOTICE OF AGM

---

7. Members of the Company or their proxies shall produce documents of their proof of identity when attending the annual general meeting.
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 annual general meeting, the meeting 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 meeting.

*As at the date of this circular, 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, Mr. Cheung Wing Hon, 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.*