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 Annual General Meeting of the Company to be held on 6 August 2015 (or any adjournment thereof)

I/We[1] _____

of _____

being the registered holder(s) of[2] _____ 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 Annual General Meeting (as defined below) as my/our proxy, to attend and vote for me/us and on my/our behalf at the annual general meeting (or any adjournment thereof) of the Company (the "**Annual General Meeting**") to be held at Level 22., AIA Tower, 183 Electric Road, North Point, Hong Kong on Thursday, 6 August 2015 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening such meeting and at such meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR[4]	AGAINST[4]
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 to authorize the Board to fix the auditor's remuneration.		
8.	To grant a general unconditional mandate to the directors of the Company to allot, issue and deal with new shares of the Company 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 Annual General Meeting. (Resolution no. 8 of the notice of the Annual General Meeting)		
9.	To grant a general unconditional mandate to the directors of the Company to purchase or repurchase the Company's shares of an 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 Annual General Meeting. (Resolution no. 9 of the notice of the Annual General Meeting)		
10.	To extend the general unconditional mandate granted to the directors of the Company under resolution no. 8 by an amount representing the aggregate nominal value of the shares purchased or repurchased by the Company under resolution no. 9. (Resolution no. 10 of the notice of the Annual General Meeting)		

Dated this _____ day of _____ 2015 Signature[5]: _____

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 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 of the Company 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 INITIALLED 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/her 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 meeting which has been properly put to the meeting.
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, attorney or other person 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 Annual General Meeting, 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 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.
7. To be valid, this form of proxy, and (if required by the Board) 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, not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment 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 Annual General Meeting shall provide their identity documents.

The description of the resolutions in this form is by way of summary only. Please refer to the notice of the AGM dated 30 June 2015.