
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.

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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)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
(2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT;
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED RE-APPOINTMENT OF THE AUDITOR; AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “**AGM**”) to 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 is set out on pages 22 to 25 of this circular. A form of proxy for use by the shareholders of the Company at the AGM is enclosed with this circular.

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 and in any event not later than 48 hours before the time appointed for the holding of 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 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.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

The Growth Enterprise Market of the Stock Exchange (“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.

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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 amongst 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 the Group at the shareholder and board levels of each member company of the Group, and have been given sufficient time and information to consider and discuss in order to reach consensus; and (ii) 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 the 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, 4 August 2016 at 22/F., AIA Tower, No.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 it 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 GEM
“controlling shareholder(s)”	has the meaning ascribed to it 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
“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 PRC
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with unissued Shares for an aggregate number not exceeding 20% of the number of the Shares in issue as at the date of the passing of the relevant resolution at the AGM
“Latest Practicable Date”	24 June 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Memorandum”	the memorandum of association of the Company as amended, supplemented or modified from time to time
“PRC”	the People’s Republic of China which for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to purchase or repurchase the Shares for an aggregate number not exceeding 10% of the number of the Shares in issue as at the date of the passing of the relevant resolution at the AGM
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other schemes of the Group
“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)
“Share Options”	rights to subscribe for the Shares pursuant to the Share Option Scheme

DEFINITIONS

“Share Option Scheme”	the share option scheme of the Company adopted on 20 May 2015
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent

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:

Mr. Wang Zhong Lei

Ms. Cheung Laam

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

PO 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 2016

To the Shareholders

Dear Sirs or Madams,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
- (2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT;**
- (3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
- (4) PROPOSED RE-APPOINTMENT OF THE AUDITOR; AND**
- (5) 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 number of the issued Shares purchased or repurchased under the Repurchase Mandate;

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- (d) the refreshment of the Scheme Mandate Limit;
- (e) the re-election of the retiring Directors; and
- (f) the re-appointment of the auditor.

ISSUE MANDATE

The Directors have been granted a general unconditional mandate to allot, issue and deal with the Shares pursuant to the ordinary resolution of the Shareholders passed on 6 August 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 exercise all powers of the Company to allot, issue and deal with unissued Shares for an aggregate number not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant resolution.

Details of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 8 of the notice of the AGM.

REPURCHASE MANDATE

The Directors have been granted a general unconditional mandate to exercise the power of the Company to purchase or repurchase the Shares pursuant to the ordinary resolution of the Shareholders passed on 6 August 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 unconditional mandate to exercise all powers of the Company to purchase or repurchase the Shares for an aggregate number not exceeding 10% of the number of the issued Shares as at the date of the passing of 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 Appendix I to this circular.

Details of the Repurchase Mandate are set out in the ordinary resolution as referred to in resolution no. 9 of the notice of the AGM.

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 to be held; or (iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking or varying the authority given to the Directors by such mandates.

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

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with a maximum of 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 from the Latest Practicable Date until 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 representing the number of Shares purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 10 of the notice of the AGM.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

In accordance with the GEM Listing Rules and the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all share options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting in accordance with the terms of the Share Option Scheme. Under the GEM Listing Rules, the refreshed Scheme Mandate Limit must not exceed 10% of the number of issued shares of the Company as at the date of the approval.

The Share Option Scheme was adopted pursuant to a written resolution passed by all the then Shareholders of the Company dated 20 May 2015, based on 1,667,200,000 Shares in issue on 29 May 2015, the day on which dealings in the Shares first commenced on the Stock Exchange, and the Company was authorised to grant Share Options to subscribe for up to a maximum number of 166,720,000 Shares, representing 10% of the number of Shares in issue on 29 May 2015. As at the Latest Practicable Date, an aggregate of 80,287,600 Share Options were granted to certain Directors, former Directors, consultants and employees of the Group pursuant to the Share Option Scheme with reference to, among others, contributions made by the relevant Directors, former Directors, consultants and employees as well as certain performance targets as determined by the Board from time to time, further details of which are set forth below:

Number of Share Options granted as at Latest Practicable Date	80,287,600
Number of Share Options exercised as at Latest Practicable Date	–
Number of Share Options lapsed or expired as at Latest Practicable Date	2,352,000
Number of outstanding Share Options as at Latest Practicable Date	77,935,600

The purpose of the Share Option Scheme is to enable the Company to grant Options to selected participants as incentives or rewards for their contribution to the Group. The Directors consider that the Share Option Scheme will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group.

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As the existing Scheme Mandate Limit available to be granted to eligible participants represents only approximately 5.33% of the total number of Shares in issue as at the Latest Practicable Date, the Directors consider that it is in the interest of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit to the 10% limit provided under the GEM Listing Rules in order to provide the Company with greater flexibility in granting Share Options to eligible persons (including but not limited to employees of the Company and Directors) under the Share Option Scheme as incentives to rewarding their contribution to the Group. The Directors consider that the additional flexibility to offer more Share Options is an important factor for the Group to attract potential recruits and to retain existing employees and officers of the Group. Hence, the Board considers that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the shareholders as a whole.

It is proposed that subject to the approval of the Shareholders at the AGM and such other requirements prescribed under the GEM Listing Rules, the Scheme Mandate Limit will be refreshed so that the total number of Shares which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme of the Company shall not exceed 10% of the Shares in issue as at the date of approval of the proposed refreshment by the Shareholders at the AGM. Base on 1,667,200,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or repurchased and no further Share Options are being granted or exercised prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit of the Share Option Scheme at the AGM, the Director will be authorised to issue Share Options to subscribe for a total of 1,667,200,000 Shares, representing 10% of the total number of Shares in issue as at the date of the passing of the resolution to refresh the Scheme Mandate Limit.

Share Options previously granted under the Share Option Scheme of the Company, including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme will not be counted for the purpose of the proposed refreshment.

The aggregate number of Shares which may be issued upon the exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme has not exceeded 30% of the Shares in issue as at the Latest Practicable Date. Save for the Share Option Scheme, the Company has no other share option schemes as at the Latest Practicable Date.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the approval of the Shareholders at the AGM; and
- (b) the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options granted under the refreshed Scheme Mandate Limit of the Share Option Scheme.

An application will be made to the Listing Committee of the Stock Exchange for obtaining the approval mentioned in paragraph (b) above.

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RE-ELECTION OF THE DIRECTORS

Pursuant to Article 112 of the Articles, 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 shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting. Any Director appointed by the Board 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.

Pursuant to Article 108(a) of the Articles, 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, then 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 an annual general meeting 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) of the Articles, 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, Ms. Cheung Laam, Mr. Tso Ping Cheong, Brian, Mr. David Tsoi and Mr. Wang Zhong Lei will retire from office and, being eligible, offer themselves for re-election as non-executive Directors (in the case of Ms. Cheung Laam and Mr. Wang Zhong Lei) and independent non-executive Directors (in the case of Mr. Tso Ping Cheong, Brian and Mr. David Tsoi) 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.

RE-APPOINTMENT OF THE AUDITOR

SHINEWING (HK) CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company.

CLOSURE OF REGISTER

The register of members of the Company will be closed from Tuesday, 2 August 2016 to Thursday, 4 August 2016 (both dates inclusive), during which period no transfer of the Shares 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 shall be lodged with 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 for registration no later than 4:30 p.m. on Monday, 1 August 2016.

LETTER FROM THE BOARD

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 22/F., AIA Tower, No.183 Electric Road, North Point, Hong Kong at 3:00 p.m. on Thursday, 4 August 2016 is set out on pages 22 to 25 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 by the Shareholders in connection with the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 and 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.

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.

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, the refreshment of the Scheme Mandate Limit, the re-election of retiring Directors and the re-appointment of the auditor of the Company 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.

LETTER FROM THE BOARD

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

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.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, the 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 the repurchase of up to a maximum of 166,720,000 Shares 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 consolidated financial statements of the Company as at 31 March 2016, 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 ratio 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, share premium 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 the 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 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, the Articles and all applicable laws of Cayman Islands.

6. DIRECTORS, THEIR ASSOCIATES AND 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 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 thereby 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 ON
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 up to the date of the AGM) is shown under the column “Percentage of shareholding (after repurchase)”.

Name	Nature of interest	Total number of Shares held	Total number of underlying Shares held	Total interests	Percentage of shareholding (before repurchase)	Percentage of shareholding (after repurchase)
Mr. Yip Shek Lun (“Mr. Alan Yip”) (Chief executive officer and chairman of the Board)	Interests held jointly with another person (Note 1)	365,760,000	5,990,000	371,750,000	22.30%	24.78%
	Interest in controlled corporation (Note 2)/	249,120,000	5,490,000	254,610,000	15.27%	16.97%
	Interest of spouse (Note 3) Beneficial owner	–	30,690,000	30,690,000	1.84%	2.05%
Ms. Wan Wai Ting (“Ms. Karin Wan”)	Interests held jointly with another person (Note 1)	365,760,000	5,990,000	371,750,000	22.30%	24.78%
	Interest in controlled corporation (Note 2)/	249,120,000	30,690,000	279,810,000	16.78%	18.65%
	Interest of spouse (Note 3) Beneficial owner	–	5,490,000	5,490,000	0.33%	0.37%
Cooper Global Capital Limited (“Cooper Global”)	Beneficial owner	249,120,000	–	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	36,680,000	468,680,000	28.11%	31.24%
	Beneficial owner	182,880,000	5,490,000	188,370,000	11.30%	12.55%
Ms. Wang Lai Man, Liza (“Ms. Liza Wang”)	Interests held jointly with another person (Note 1)	432,000,000	41,670,000	473,670,000	28.41%	31.57%
	Beneficial owner	182,880,000	500,000	183,380,000	11.00%	12.22%
Mr. Luk Ting Kwan, Jerry	Interest of spouse (Note 4)	614,880,000	42,170,000	657,050,000	39.41%	43.79%

APPENDIX I
**EXPLANATORY STATEMENT ON
THE REPURCHASE MANDATE**

Name	Nature of interest	Total number of Shares held	Total number of underlying Shares held	Total interests	Percentage of shareholding (before repurchase)	Percentage of shareholding (after repurchase)
Huayi Brothers International Investment Ltd. ("Huayi Brothers")	Beneficial owner	248,970,000	–	248,970,000	14.93%	16.59%
HUAYI BROTHERS INTERNATIONAL LIMITED ("Huayi Brothers International")	Interest in controlled corporation (Note 5)	248,970,000	–	248,970,000	14.93%	16.59%
Huayi Brothers Media Corporation ("Huayi Brothers Media")	Interest in controlled corporation (Note 5)	248,970,000	–	248,970,000	14.93%	16.59%
HGI GROWTH CAPITAL LIMITED ("HGI Growth")	Beneficial owner	132,720,000	–	132,720,000	7.96%	8.85%
Mr. Cheung Wing Hon ("Mr. Patrick Cheung")	Interest in controlled corporation (Note 6)	132,720,000	–	132,720,000	7.96%	8.85%
	Beneficial owner	–	4,440,000	4,440,000	0.27%	0.30%
Ms. Lo Wai Kei	Interest of spouse (Note 7)	132,720,000	4,440,000	137,160,000	8.23%	9.14%
PURE FORCE INVESTMENTS LIMITED ("Pure Force")	Beneficial owner	109,930,000	–	109,930,000	6.59%	7.33%
Mr. Wong Yuet Yeung Harry ("Mr. Harry Wong")	Interest in controlled corporation (Note 8)	109,930,000	–	109,930,000	6.59%	7.33%
Ms. Chen Wing Man	Interest of spouse (Note 9)	614,880,000	42,170,000	657,050,000	39.41%	43.79%

Notes:

1. 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, inter alia, 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 has undertaken to continue to do so upon the 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 the Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing.
2. 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.
3. 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.
4. Mr. Luk Ting Kwan, Jerry is the spouse of Ms. Liza Wang. Under the SFO, Mr. Luk Ting Kwan, Jerry is deemed to be interested in all the Shares in which Ms. Liza Wang is interested in.
5. 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, each of Huayi Brothers International and Huayi Brothers Media is deemed to be interested in all the Shares held by Huayi Brothers.
6. 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 all the Shares held by HGI Growth.
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. Harry Wong. By virtue of the SFO, Mr. Harry Wong is deemed to be interested in all the Shares held by Pure Force.
9. 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.

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 (subject to the granting of waiver pursuant to 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 39.41% of the issued share capital of the Company as of the Latest Practicable Date, respectively, as well as by Mr. Luk Ting Kwan, Jerry and Ms. Chen Wing Man who are also deemed to hold approximately 39.41% of the issued share capital of the Company as of the Latest Practicable Date, respectively. 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%.

Save as disclosed above, the Directors are not aware of any shareholders or group of shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchases of the shares made pursuant to the Repurchase Mandate.

8. SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	Price per Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2015		
June	1.240	0.650
July	0.780	0.350
August	0.520	0.290
September	0.445	0.300
October	0.430	0.335
November	0.385	0.310
December	0.325	0.260
2016		
January	0.270	0.172
February	0.260	0.160
March	0.260	0.200
April	0.230	0.200
May	0.219	0.190
June (up to the Latest Practicable Date)	0.205	0.175

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

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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

NON-EXECUTIVE DIRECTORS

Ms. Cheung Laam

Ms. Cheung Laam (張嵐), aged 41, was appointed as a non-executive Director on 6 February 2014 and has been holding this position since then. Ms. Cheung is the sister of Mr. Cheung Wing Hon, a former Director and a significant shareholder of the Company.

Ms. Cheung attended The College Economics of The University of Chicago in the United States of America, and graduated with a degree of bachelor of arts in June 1996. Since December 2010, Ms. Cheung has been the executive director of 諾心食品(上海)有限公司 (Nouxin Food and Production Co. Ltd.), the principal business of which is production, sale and delivery of bakery products in the PRC.

Ms. Cheung is also a director of AdBeyond Holdings Limited and AdBeyond (Group) Limited, respectively, all of which are wholly-owned subsidiaries of the Company.

Save as disclosed, Ms. Cheung is not related to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed, Ms. Cheung 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 last three years and have not held other major appointments and professional qualifications.

Ms. Cheung has entered into a letter of appointment with the Company pursuant to which she has agreed to act as a non-executive Director for an initial term of one year, and renewable automatically for successive term of one year subject to early termination by either party in accordance with the terms thereof. Ms. Cheung is entitled to a monthly director's fee of HK\$10,000 with effect from 1 April 2016. Ms. Cheung is subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

As at the Latest Practicable Date, Ms. Cheung has a personal interest of 500,000 underlying Shares derived from the Share Options granted to her pursuant to the Share Option Scheme within the meaning of 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) of the GEM Listing Rules and there are no other matters relating to Ms. Cheung that need to be brought to the attention of the Shareholders.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Wang Zhong Lei

Mr. Wang Zhong Lei (王忠磊), aged 46, was appointed as a non-executive Director on 9 December 2015 and has been holding this position since then. Mr. Wang graduated from Beijing Youth Politics College. Mr. Wang has nearly 20 years of management experience in marketing and is a well-known film producer in the PRC.

Mr. Wang has successively served as an employee of China Electromechanical Equipment Corporation, the chief executive officer of Beijing Huayi Exhibition & Advertising Company, the vice-general manager of Beijing Huayi Brothers Advertising Co., Ltd. and the general manager of Beijing Huayi Brothers Film Investment Co., Ltd. Mr. Wang co-founded Beijing Huayi Brothers Advertising Co., Ltd. with Mr. Wang Zhong Jun in 1994. He is currently a director and the general manager of Huayi Brothers Media Corporation (a company listed on the ChiNext of the Shenzhen Stock Exchange, stock code: 300027), a substantial shareholder of the Company, a director of Beijing Brothers Joint Investment Co., Ltd and an executive director of Huayi Tencent Entertainment Company Limited (formerly known as China Jiu hao Health Industry Corporation Limited) (Stock code: 419). Mr. Wang is holding approximately 6.04% of the shareholding of Huayi Brothers Media Corporation.

Save as disclosed above, Mr. Wang is not related to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed, Mr. Wang 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 last three years and have not held other major appointments and professional qualifications.

Mr. Wang has entered into a letter of appointment with the Company pursuant to which he has agreed to act as a non-executive Director for an initial term of one year, and renewable automatically for successive term of one year subject to early termination by either party in accordance with the terms thereof. Mr. Wang is subject to retirement and re-election at the AGM in accordance with the Articles.

As at the Latest Practicable Date, Mr. Wang has a personal interest of 1,000,000 underlying Shares derived from the Share Options granted to him pursuant to the Share Option Scheme within the meaning of Part XV of the SFO. Mr. Wang did not receive any remuneration (including director's fee, salaries, allowances, benefits in kind, and employer's contribution to pension scheme) as a non-executive Director of the Company.

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

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tso Ping Cheong, Brian

Mr. Tso Ping Cheong, Brian (曹炳昌), aged 36, was appointed as an independent non-executive Director on 28 May 2014 and has been holding this position since then. He is the chairman of the audit committee and a member of the nomination committee of the Board.

Mr. Tso graduated from The Hong Kong Polytechnic University in Hong Kong, with a degree of bachelor of arts in accountancy in November 2003 and a degree of master of corporate governance in October 2013. Mr. Tso has over 10 years of accounting and financial experience. From September 2003 to July 2007 and August 2007 to November 2008, Mr. Tso worked at Ernst & Young Hong Kong office and Ernst & Young Shenzhen office, a multinational accounting firm, respectively, with the last position as manager. From December 2008 to May 2010, Mr. Tso was the financial controller of Greenheart Group Limited (formerly known as Omnicorp Limited), a company listed on the Stock Exchange (stock code: 94). From May 2010 to August 2012, Mr. Tso was the senior vice president of Maxdo Project Management Company Limited, a project management company. Since January 2013, Mr. Tso has been the sole proprietor of Teton CPA Company, a certified public accountants firm.

Mr. Tso served as a non-executive director of Kong Shum Union Property Management (Holding) Limited (stock code: 8181) from July 2014 to February 2015. Mr. Tso has been appointed as an independent non-executive director of each of GreaterChina Professional Services Limited (stock code: 8193) since July 2014, Larry Jewelry International Company Limited (formerly known as Eternite International Company Limited) (stock code: 8351) since October 2014 and Newtree Group Holdings Limited (stock code: 1323) since February 2015. Mr. Tso has also been appointed as a company secretary of China Infrastructure Investment Limited (stock code: 600) since March 2015 and a joint company secretary of China Yu Tian Holdings Limited (stock code: 8230) since 1 January 2014.

Mr. Tso was admitted as (i) a member of the HKICPA in September 2008 and advanced to fellowship status in October 2015; (ii) a member of The Association of Chartered Certified Accountants in October 2006 and advanced to fellowship status in October 2011; (iii) an associate of The Institute of Chartered Secretaries and Administrators in January 2014 and advanced to a fellowship status in November 2015; and (iv) a member of The Hong Kong Institute of Chartered Secretaries in January 2014 and advanced to fellowship status in November 2015.

Save as disclosed above, Mr. Tso is not related to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed, Mr. Tso 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 last three years and have not held other major appointments and professional qualifications.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Tso has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial term of one year, and renewable automatically for successive term of one year, subject to early termination by either party in accordance with the terms thereof. Mr. Tso is entitled to a monthly director's fee of HK\$10,000. Mr. Tso is subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

As at the Latest Practicable Date, Mr. Tso has a personal interest of 500,000 underlying Shares derived from the Share Options granted to him pursuant to the Share Option Scheme within the meaning of 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) of the GEM Listing Rules and there are no other matters relating to Mr. Tso that need to be brought to the attention of the Shareholders.

Mr. David Tsoi

Mr. David Tsoi (蔡大維), aged 69, was appointed as an independent non-executive Director on 28 May 2014 and has been holding this position since then. He is a member of the audit committee of the Board.

Mr. Tsoi obtained a master's degree in business administration from the University of East Asia, Macau (currently known as University of Macau) in the Macau Special Administrative Region of the PRC, in October 1986. Mr. Tsoi currently practises as the managing director of Alliot, Tsoi CPA Limited, a certified public accountants firm. He was first admitted as a member of the HKICPA and advanced to fellowship in December 1981 and October 1989, respectively, and is currently a fellow of the HKICPA. Mr. Tsoi was first admitted as a fellow member in October 1986 and is currently a member of the Taxation Institute of Hong Kong. Mr. Tsoi was admitted as a member in 1992 and is currently a member of the Canadian Certified General Accountants Association of Hong Kong. Mr. Tsoi was admitted as a member of the Association of Chartered Certified Accountants in September 1981, advanced to fellowship status in September 1986, and is currently a member in good standing. Mr. Tsoi was admitted as a fellow of CPA Australia in November 2009 and is currently a fellow of CPA Australia.

Mr. Tsoi has served as an independent non-executive director of CRRC Corporation Limited (formerly known as CSR Corporation Limited) (stock code: 1766) from March 2008 to June 2014. Mr. Tsoi is currently an independent non-executive director of the following companies listed on the Stock Exchange: Enviro Energy International Holdings Limited (stock code: 1102), MelcoLot Limited (stock code: 8198) and Universal Technologies Holdings Limited (stock code: 1026).

Save as disclosed, Mr. Tsoi is not related to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed, Mr. Tsoi 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 last three years and have not held other major appointments and professional qualifications.

**APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED TO BE RE-ELECTED AT THE AGM**

Mr. Tsoi has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for an initial term of one year, and renewable automatically for successive term of one year, subject to early termination by either party in accordance with the terms thereof. Mr. Tsoi is entitled to a monthly director's fee of HK\$10,000. Mr. Tsoi is subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

As at the Latest Practicable Date, Mr. Tsoi has a personal interest of 1,000,000 underlying Shares derived from Share Options granted to him pursuant to the Share Option Scheme within the meaning of 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) of the GEM Listing Rules and there are no other matters relating to Mr. Tsoi 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 (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

NOTICE OF AGM

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.

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 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.”

NOTICE OF AGM

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

NOTICE OF AGM

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 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 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 and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled AGM.

As at the date of this circular, 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.