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Guru Online (Holdings) Limited
超凡網絡(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8121)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Guru Online (Holdings) Limited (the “**Company**”) will be held at 4/F., KOHO, 73-75 Hung To Road, Kwun Tong, Hong Kong on Wednesday, 14 July 2021 at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, among other things, the granting of the approval by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange:

- (a) every ten (10) issued and unissued existing ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) ordinary share of par value of HK\$0.10 each (each a “**Consolidated Share**”), and the authorised share capital of the Company shall be HK\$100,000,000 divided into 1,000,000,000 Consolidated Shares of par value of HK\$0.10 each;
- (b) all of the Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;
- (c) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the same but all fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and

- (d) any one or more of the Director(s) be and is/are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, deem necessary, desirable or expedient to complete, implement and give effect to the Share Consolidation.”

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

Hong Kong, 28 June 2021

Registered Office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place of business
in Hong Kong:*

4/F., KOHO
73-75 Hung To Road
Kwun Tong
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her proxy to attend and to vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and to vote on his/her behalf. A proxy need not be a shareholder of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share(s) as if he was solely entitled thereto; but if more than one of such joint holders be present at any 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(s) shall alone be entitled to vote in respect thereof.
5. Any voting at the EGM shall be taken by poll.

6. The register of members of the Company will be closed from Friday, 9 July 2021 to Wednesday, 14 July 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 8 July 2021.

7. PRECAUTIONARY MEASURES FOR THE EGM

Please see page ii of the Circular for precautionary measures being taken to prevent and control the spread of the COVID-19 at the EGM, including but not limited to:

- compulsory temperature checks and health declarations
- compulsory wearing of surgical face masks
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution at the EGM instead of attending the EGM in person.

8. The translation into Chinese language of this notice is for reference only. In case of inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. Yip Shek Lun, Mr. Ng Chi Fung and Ms. Wan Wai Ting, the non-executive Directors are Mr. Wang Zhong Lei and Ms. Cheung Laam, and the independent non-executive Directors are Mr. Tso Ping Cheong, Brian, Mr. David Tsoi, Mr. Hong Ming Sang and Mr. Lam Tung Leung.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 notice 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 on this notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company's website at www.guruonline.com.hk.