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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 the extraordinary general meeting (the “EGM”) of shareholders of Guru Online (Holdings) Limited (the “Company”) will be held at 4/F., KOHO, 73-75 Hung To Road, Kwun Tong, Hong Kong on Tuesday, 25 April 2023, at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands by way of issuing a certificate of incorporation on change of name, (i) the English name of the Company be changed from “Guru Online (Holdings) Limited” to “Guoen Holdings Limited”; and (ii) the dual foreign name in Chinese of the Company be changed from “超凡網絡(控股)有限公司” to “國恩控股有限公司” with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands, and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board

Guru Online (Holdings) Limited

Yip Shek Lun

Chief Executive Officer, Chairman of the Board and Executive Director

Hong Kong, 6 April 2023

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the EGM 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) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, 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 EGM 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 EGM 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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (4) 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.
- (5) The register of members of the Company will be closed from Thursday, 20 April 2023 to Tuesday, 25 April 2023 (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 EGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 19 April 2023.
- (6) Any voting at the EGM shall be taken by poll.
- (7) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (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 EGM, the EGM will be postponed. The Company will post an announcement on the website of Company at www.guruonline.com.hk and on the website of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) at www.hkexnews.hk to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Yip Shek Lun, Mr. Ng Chi Fung, Mr. Yin Di and Ms. Wan Wai Ting; and the independent non-executive Directors are Mr. Tso Ping Cheong, Brian, Mr. David Tsoi and Mr. Hong Ming Sang.

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 Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its publication and on the Company’s website at www.guruonline.com.hk.