
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM to 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. is set out on pages 6 to 7 of this circular.

A form of proxy for use by the shareholders of the Company at the EGM is enclosed with this circular. Whether or not you are intending to attend and vote at the EGM, 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 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 as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

This circular, together with a form of proxy, will remain on the website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Announcements" page for at least 7 days from the date of its publication and on the Company's website at www.guruonline.com.hk.

6 April 2023

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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:

“Announcement”	the announcement of the Company dated 13 March 2023 in relation to, among others, the Proposed Change of Company Name
“Board”	the board of Directors
“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
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to 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., or, where the context so admits, any adjournment of such extraordinary general meeting
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposal for change of the English name and the dual foreign name in Chinese of the Company from “Guru Online (Holdings) Limited” and “超凡網絡(控股)有限公司” to “Guoen Holdings Limited” and “國恩控股有限公司”, respectively
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“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. Yin Di
Mr. Ng Chi Fung
Ms. Wan Wai Ting

Registered office:

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

Independent Non-executive Directors:

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

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

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

6 April 2023

To the Shareholders,

Dear Sirs or Madams,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information relating to the special resolution to be proposed at the EGM in respect of the Proposed Change of Company Name.

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Announcement, the Board proposes to change the English name and the dual foreign name in Chinese of the Company from “Guru Online (Holdings) Limited” and “超凡網絡(控股)有限公司” to “Guoen Holdings Limited” and “國恩控股有限公司”, respectively. The Proposed Change of Company Name is subject to (i) the passing of the special resolution in respect of the Proposed Change of Company Name by the Shareholders; and (ii) approval by the Registrar of Companies in the Cayman Islands.

LETTER FROM THE BOARD

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board considers that the Proposed Change of Company Name will provide a new corporate identity and image of the Company to the market and the general public which can be beneficial to the Company's future business development. The Board is therefore of the view that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of the special resolution by the Shareholders of the Company at the EGM approving the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name (the "**Cayman Registration**").

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Cayman Registration is completed. Upon receiving the requisite approval from the Registrar of Companies in the Cayman Islands, the Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong thereafter.

EFFECT ON THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the Shareholders or the daily business operation of the Company and its financial position. All existing share certificates of the Company in issue bearing the present name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for exchange of the existing share certificates for new share certificates under the new name of the Company.

Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new English and Chinese names of the Company. Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

CLOSURE OF REGISTER OF MEMBERS

In order to ascertain entitlements to attend and vote at the EGM, 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

LETTER FROM THE BOARD

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. Shareholders whose names appear on the Company's register of members on Wednesday, 19 April 2023 will be eligible to attend and vote at the EGM.

EXTRAORDINARY GENERAL MEETING

The EGM 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 Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name. The notice convening the EGM is set out on pages 6 to 7 of this circular.

A form of proxy for the EGM is enclosed herewith. Whether or not you are intending to attend and vote at the EGM you are advised to complete the enclosed form of proxy in accordance with the instructions printed on it and return the completed form of proxy to 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 as soon as possible and in any event so that it is received at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the EGM or adjourned meeting (as the case may be). Submission of a form of proxy shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting 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 resolution will be voted on by way of a poll at the EGM. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the Proposed Change of Company Name and accordingly, no Shareholder is required to abstain from voting on the special resolution to be proposed at the EGM.

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 consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolution approving such matters.

LETTER FROM THE BOARD

MISCELLANEOUS

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

Yours faithfully,

By Order of the Board

Guru Online (Holdings) Limited

Yip Shek Lun

Chief Executive Officer, Chairman of the Board and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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.