

**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in GET Holdings Limited (“**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



**GET HOLDINGS LIMITED**  
**智易控股有限公司\***

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*  
**(Stock Code: 8100)**

**PROPOSED CAPITAL REORGANISATION;  
CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company to be held at 11:00 a.m. on Monday, 23 March 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong is set out on pages 14 to 16 of this circular. A form of proxy for use by the shareholders at the special general meeting is enclosed herein.

Whether or not you are able to attend such meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the special general meeting or any adjournment thereof to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

*This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for seven days from the date of its publication and on the Company’s website at [www.geth.com.hk](http://www.geth.com.hk).*

\* For identification purposes only

## **CHARACTERISTICS OF GEM**

**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 of Hong Kong Limited. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.**

# CONTENTS

	<i>Page</i>
<b>CHARACTERISTICS OF GEM</b> .....	i
<b>DEFINITIONS</b> .....	1
<b>EXPECTED TIMETABLE</b> .....	3
<b>LETTER FROM THE BOARD</b> .....	5
<b>NOTICE OF SGM</b> .....	14

## DEFINITIONS

*In this circular, the following expressions have the meanings set out below unless the context requires otherwise:*

“Acquisition Agreement”	the sale and purchase agreement dated 15 November 2012 signed by the Company in relation to the acquisition of 50.5% of the equity interest in Apperience Corporation (as supplemented and amended by the supplemental agreement dated 11 December 2012)
“Board”	the board of Directors
“Capital Reduction”	the proposed reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Share Subdivision
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	GET Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued shares of which are listed on GEM
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company immediately after the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Subdivision
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

## DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 February 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“New Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company immediately after the Capital Reorganisation becoming effective
“SGM”	the special general meeting of the Company convened to be held at 11:00 a.m. on Monday, 23 March 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation, the notice of which is set out on pages 14 to 16 of this circular
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of the Existing Share(s), the Consolidated Share(s) and/or the New Share(s), as the case may be
“Share Subdivision”	the proposed sub-division of each of the authorised but unissued Consolidated Shares of HK\$0.10 each into ten (10) New Shares of HK\$0.01 each
“Shortfall Performance Shares”	up to 2,662,144 Existing Shares (subject to adjustments) which may be allotted and issued by the Company in accordance with the Acquisition Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tranche II Performance Shares”	up to 181,542,823 Existing Shares (subject to adjustments) which may be allotted and issued by the Company in accordance with the Acquisition Agreement
“%”	per cent.

<b>EXPECTED TIMETABLE</b>
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*The expected timetable for implementation of the Capital Reorganisation is set out below:*

<b>Event</b>	<b>Date and time</b>
Latest time for lodging the form of proxy.....	11:00 a.m. on Saturday, 21 March 2015
SGM .....	11:00 a.m. on Monday, 23 March 2015
Publication of announcement of results of the SGM.....	Monday, 23 March 2015

**The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reorganisation:**

Expected effective date of the Capital Reorganisation .....	Tuesday, 24 March 2015
First day of free exchange of existing share certificates for new share certificates.....	Tuesday, 24 March 2015
Commencement of dealings in the New Shares.....	9:00 a.m., on Tuesday, 24 March 2015
Original counter for trading in Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes .....	9:00 a.m., on Tuesday, 24 March 2015
Temporary counter for trading in New Shares in board lots of 2,000 New Shares (in the form of existing share certificates) opens .....	9:00 a.m., on Tuesday, 24 March 2015
Original counter for trading in New Shares in board lots of 5,000 New Shares (in the form of new share certificates) re-opens .....	9:00 a.m. on Friday, 10 April 2015
Parallel trading in New Shares (in the form of the new share certificates and existing share certificates) commences.....	9:00 a.m. on Friday, 10 April 2015
Designated broker starts to provide matching services for odd lots of New Shares .....	9:00 a.m. on Friday, 10 April 2015

## EXPECTED TIMETABLE

Temporary counter for trading in New Shares in board lots of 2,000 New Shares (in the form of existing share certificates) closes..... 4:00 p.m. on Thursday, 30 April 2015

Parallel trading in New Shares (in the form of new share certificates and existing share certificates) ends ..... 4:00 p.m. on Thursday, 30 April 2015

Designated broker ceases to stand in the market to provide matching services for odd lots of New Shares..... 4:00 p.m. on Thursday, 30 April 2015

Last day for free exchange of existing share certificates for new share certificates..... Tuesday, 5 May 2015

All times and dates specified in the timetable above refer to Hong Kong times and dates.

**This timetable is indicative only and any subsequent changes to the expected timetable will be announced by the Company.**

**LETTER FROM THE BOARD**



**GET HOLDINGS LIMITED**

**智易控股有限公司\***

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8100)**

*Executive Directors:*

Mr. Kuang Hao Kun Giovanni (*Chairman*)

Mr. Xue Qiushi (*Chief Executive Officer*)

*Independent non-executive Directors:*

Mr. Lam Kit Sun

Mr. Yip Chi Fai Stevens

Ms. Xiao Yiming

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Room 1703, 17/F

Harcourt House

39 Gloucester Road

Wanchai, Hong Kong

26 February 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CAPITAL REORGANISATION  
AND  
CHANGE IN BOARD LOT SIZE**

**INTRODUCTION**

As announced by the Company in its announcement dated 2 February 2015, the Company proposed to implement the Capital Reorganisation and the change in board lot size. The purpose of this circular is to provide you with information regarding the Capital Reorganisation and the change in board lot size and to give you notice of the SGM.

**PROPOSED CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE**

**Proposed Capital Reorganisation**

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$800,000,000 divided into 80,000,000,000 Existing Shares of HK\$0.01 each, of which 1,954,124,877 Existing Shares were allotted and issued as fully paid or credited as fully paid.

\* *For identification purposes only*



## LETTER FROM THE BOARD

The Company has proposed to implement the Capital Reorganisation which involves the following:

### **(1) Proposed Share Consolidation**

The Board proposes to effect the Share Consolidation pursuant to which every ten (10) issued and unissued Existing Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.10 each and where applicable, the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which may arise from the Share Consolidation.

### **(2) Proposed Capital Reduction and Share Subdivision**

- (a) the issued share capital of the Company will be reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01;
- (b) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of HK\$0.10 each will be sub-divided into ten (10) New Shares of HK\$0.01 each; and
- (c) the credits arising in the books of the Company from (i) the cancellation of any fraction in the issued share capital of the Company which may arise from the Share Consolidation; and (ii) the Capital Reduction of approximately HK\$17,587,124 will be credited to the contributed surplus account of the Company within the meaning of the Companies Act.

Immediately following the Capital Reorganisation, the authorised share capital of the Company will be HK\$800,000,000 divided into 80,000,000,000 New Shares of HK\$0.01 each, of which 195,412,487 New Shares will be in issue and the aggregate nominal value of the issued share capital of the Company will be HK\$1,954,124.87 (assuming that there are no other changes in the issued share capital of the Company from the Latest Practicable Date up to the effective date of the Capital Reorganisation).

A credit of approximately HK\$17,587,124 will arise as a result of the Capital Reduction. Such credit, together with any credit which may arise as a result of the cancellation of any fraction in the issued share capital of the Company arising from the Share Consolidation, will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act which will then be applied by the Board to set off against the accumulated losses of the Company by the amount of such credit on the date of the Capital Reorganisation becoming effective. The total accumulated losses of the Company was approximately HK\$349,473,000 as shown in the unaudited consolidated financial statements of the Company as at 30 September 2014.

## LETTER FROM THE BOARD

Shareholders and potential investor should note that the credits arising in the books from the Capital Reorganisation will be subject to change depending on the number of the Existing Shares in issue immediately prior to the Capital Reorganisation becoming effective.

Assuming that there are no other changes in the issued share capital of the Company from the Latest Practicable Date until the effective date of the Capital Reorganisation, the share capital structure of the Company will be as follows:

	<b>As at the Latest Practicable Date</b>	<b>Immediately after the Share Consolidation becoming effective</b>	<b>Immediately after the Capital Reorganisation becoming effective</b>
Amount of authorised share capital	HK\$800,000,000	HK\$800,000,000	HK\$800,000,000
Par Value	HK\$0.01 per Existing Share	HK\$0.10 per Consolidated Share	HK\$0.01 per New Share
Number of authorised shares	80,000,000,000 Existing Shares	8,000,000,000 Consolidated Shares	80,000,000,000 New Shares
Amount of issued share capital	HK\$19,541,248.77	HK\$19,541,248.70	HK\$1,954,124.87
Number of issued shares	1,954,124,877 Existing Shares	195,412,487 Consolidated Shares	195,412,487 New Shares
Amount of unissued share capital	HK\$780,458,751.23	HK\$780,458,751.30	HK\$798,045,875.13
Number of unissued shares	78,045,875,123 Existing Shares	7,804,587,513 Consolidated Shares	79,804,587,513 New Shares

All New Shares will rank *pari passu* in all respects with each other.

Under the laws of Bermuda, the Directors may apply the contributed surplus in any manner permitted by the laws of Bermuda and the bye-laws of the Company.

### **Fractional entitlement to New Shares**

Fractions of the New Shares, if any, arising from the Capital Reorganisation will be aggregated and sold (if a premium, net of expenses, can be obtained) for the benefit of the Company.

## LETTER FROM THE BOARD

### Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional on:

- (i) the passing of the necessary special resolution by the Shareholders to approve the Capital Reorganisation at the SGM;
- (ii) the Stock Exchange granting the listing of, and the permission to deal in, the New Shares arising from the Capital Reorganisation and the New Shares which may fall to be allotted and issued (i) upon exercise of the share options to be granted under the share option scheme of the Company; and (ii) as the Tranche II Performance Shares and the Shortfall Performance Shares;
- (iii) the compliance with the relevant procedures and requirements under the laws of Bermuda and the GEM Listing Rules to effect the Capital Reorganisation; and
- (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

None of the above conditions has been fulfilled as at the Latest Practicable Date.

### Reasons for the Capital Reorganisation

The Company is contemplating to conduct fund raising exercise by implementing a rights issue so as to facilitate potential acquisition or investment plans in the future (if any), details of which are disclosed in the Company's announcement dated 24 February 2015. The Group is currently in the course of preliminary negotiations with independent third party(ies) relating to possible investment in a company engaging in money lending business in Hong Kong. In addition, the Group is also negotiating on the potential acquisition of two companies engaging in insurance and mandatory provident fund brokerage business and provision of consulting services (including business referral services) in Hong Kong respectively, details of which are disclosed in the Company's announcement dated 2 February 2015. Save as disclosed, as at the Latest Practicable Date, the Company has not currently identified any acquisition or investment opportunities. The Company will make further announcement(s) as and when legally binding agreement(s) in relation to such potential transaction(s) is/are entered into in compliance with applicable requirements under the GEM Listing Rules.

The Board is of the opinion that the Capital Reorganisation will provide the Company with greater flexibility in possible fund raisings in the future. Further, the credit in the contributed surplus account within the meaning of the Companies Act arising from the Capital Reduction will enable the Company to set off part of its losses accumulated in the prior years.

The Board considers that the Capital Reorganisation is beneficial to and in the interests of the Company and the Shareholders as a whole.

## LETTER FROM THE BOARD

### Effects of the Capital Reorganisation

Implementation of the Capital Reorganisation will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group and that on the date the Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. No capital will be lost as a result of the Capital Reorganisation and, except for the expenses involved in relation to the Capital Reorganisation which are expected to be insignificant in the context of the net asset value of the Company, the net asset value of the Company will remain unchanged before and after the Capital Reorganisation becoming effective. The Capital Reorganisation does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid up capital of the Company nor will it result in any change in the relative rights of the Shareholders.

### Listing and dealings

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation and the New Shares which may fall to be allotted and issued (i) upon exercise of the share options to be granted under the share option scheme of the Company; and (ii) as Tranche II Performance Shares and the Shortfall Performance Shares.

As approved at the annual general meeting of the Company held on 4 June 2014 and as adjusted as a result of a capital reorganisation undertaken by the Company which became effective on 18 July 2014, a total of 123,140,523 Existing Shares may be allotted and issued upon exercise of all share options which may be granted under the share option scheme of the Company adopted on 24 December 2007 (“**Share Option Scheme**”). There were no outstanding share options as at the Latest Practicable Date.

As a result of the Capital Reorganisation and pursuant to the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding adjustment of share options under Rule 23.03(13) of the GEM Listing Rules, the total number of shares of the Company which may be allotted and issued upon exercise of all share options to be granted under the Share Option Scheme under the existing 10% scheme limit will be adjusted from 123,140,523 Existing Shares to 12,314,052 New Shares with effect from the Capital Reorganisation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

## LETTER FROM THE BOARD

The New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. All necessary arrangements will be made for the New Shares to be admitted into CCASS.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal in is being currently proposed to be sought from any other stock exchange.

### **Free exchange of share certificates**

Subject to the Capital Reorganisation becoming effective, Shareholders may, on or after Tuesday, 24 March 2015 until Tuesday, 5 May 2015 (both days inclusive), submit share certificates in blue colour for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new share certificates in gold colour for the New Shares (on the basis of ten (10) Existing Shares for one (1) New Share). Thereafter, certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever the number of certificates cancelled/issued is higher. After 4:00 p.m. on Thursday, 30 April 2015, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged, at fees indicated above, for certificates for New Shares at any time but will not be accepted for delivery, trading and settlement purposes.

### **Change in Board Lot Size**

At present, the Existing Shares are traded in board lots of 20,000. Upon the Capital Reorganisation becoming effective, the board lot size for trading of the New Shares will be changed from 20,000 to 5,000.

The estimated market value per board lot of the New Shares will be approximately HK\$4,350 (based on the theoretical adjusted closing price of HK\$0.87 per New Share assuming the Capital Reorganisation had become effective on the Latest Practicable Date).

The change in board lot size will not result in any change in the relative rights of the Shareholders. The Directors considered that the change in board lot size will result in New Shares being traded in a more reasonable board lot size and value.

### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the New Shares arising from the Capital Reorganisation and the change in board lot size, the Company has appointed Trinity Finance Investment Limited, as an agent to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares. Shareholders who wish to take advantage of this facility should contact Mr. Sunny Wong Kin Sun of Trinity Finance Investment Limited at 3/F, Central 88, 88-98 Des Voeux Road Central, Central, Hong Kong or

## LETTER FROM THE BOARD

at telephone number (852) 2106 3174 during office hours. Shareholders should note that successful matching of the sale and purchase of odd lots of the New Shares is not guaranteed. Please refer to the section headed “EXPECTED TIMETABLE” set out on pages 3 to 4 of this circular for the period during which the Company’s agent will provide matching service for the sale and purchase of odd lots of the Consolidated Shares.

### **Adjustments in relation to other securities of the Company**

Reference is made to the announcement of the Company dated 5 December 2012 (“**Acquisition Announcement**”) and the circular of the Company dated 23 February 2013 (“**Acquisition Circular**”) in relation to the acquisition of 50.5% of the issued share capital of Apperience Corporation by the Company at the maximum consideration of HK\$548,985,500 (subject to adjustment) (“**Acquisition**”), completion of which took place on 31 March 2013. Under the Acquisition Agreement, the consideration for the Acquisition would be satisfied partly by (i) the creation and issue of the zero-coupon convertible notes in the principal amount of up to HK\$392,132,500 (subject to adjustment) and (ii) the allotment and issue of the then new shares of the Company comprising the Tranche I Performance Shares (as defined in the Acquisition Circular), the Tranche II Performance Shares and (if applicable) the Shortfall Performance Shares (subject to adjustments). The allotment and issue (if any) and the respective amounts of the Tranche I Performance Shares, the Tranche II Performance Shares and the Shortfall Performance Shares are subject to adjustments depending on the financial performance of Apperience Corporation. Further details of which are disclosed in the Acquisition Circular and the Acquisition Announcement. On 6 June 2014, the Tranche I Performance Shares comprising 715,522,718 shares of the Company then in issue which were allotted and issued by the Company to the vendors in accordance with the Acquisition Agreement.

As at the Latest Practicable Date, the Tranche II Performance Shares (i.e. up to 181,542,823 Existing Shares) and the Shortfall Performance Shares (i.e. up to 2,662,144 Existing Shares) (both subject to adjustments) might be allotted and issued by the Company in accordance with the terms of the Acquisition Agreement.

Under the Acquisition Agreement, if and whenever there is an alteration to the nominal value of the shares of the Company as a result of consolidation or sub-division and the effective date of such capital reorganisation falls on a day which is after the date of the Acquisition Agreement but before the date of allotment and issue of the Tranche II Performance Shares and/or the Shortfall Performance Shares, the number of the Tranche II Performance Shares and/or the Shortfall Performance Shares and the issue price thereof shall be subject to adjustment(s) in the manner as provided for in the Acquisition Agreement. It is expected that the Tranche II Performance Shares and/or the Shortfall Performance Shares (if any) may be allotted and issued in or around June 2015, i.e. after the expected effective date of the Capital Reorganisation. As a result of the Capital Reorganisation and pursuant to the Acquisition Agreement, the maximum number of the Tranche II Performance Shares and the Shortfall Performance Shares will be adjusted from an aggregate of 184,204,967 Existing Shares to an aggregate of 18,420,496 New Shares (subject to further adjustments, if applicable) and the issue price at which the Tranche II Performance Shares and the Shortfall Performance

## LETTER FROM THE BOARD

Shares shall be allotted and issued will be adjusted to HK\$4.32 per New Share (subject to further adjustments, if applicable), with effect from the Capital Reorganisation becoming effective.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or New Shares, as the case may be.

### WARNING

**Shareholders should take note that the Capital Reorganisation is conditional upon satisfaction of conditions set out in the paragraph headed “Conditions of the Capital Reorganisation”. Therefore, the Capital Reorganisation may or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Existing Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

### SGM

The SGM will be held at 11:00 a.m. on Monday, 23 March 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong, the notice of which is set out on pages 14 to 16 of this circular, for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation. In compliance with the GEM Listing Rules, the resolution will be voted on by way of a poll at the SGM. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the SGM.

You will find enclosed a form of proxy for use at the SGM. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

### COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or their respective close associates had any business or interest, which competes or may compete with the business of the Group or had or may have any other conflict of interest with the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

## LETTER FROM THE BOARD

### 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 Capital Reorganisation is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution set out in the notice of the SGM.

Yours faithfully  
On behalf of the Board  
**GET Holdings Limited**  
**Kuang Hao Kun Giovanni**  
*Chairman*



**NOTICE OF SGM**



**GET HOLDINGS LIMITED**

**智易控股有限公司\***

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8100)**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**SGM**”) of GET Holdings Limited (“**Company**”) will be held at 11:00 a.m. on Monday, 23 March 2015 at 5/F, Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), with effect from the first business day immediately following the date on which this resolution is passed:

- (a) every ten (10) issued and unissued shares of HK\$0.01 each in the existing share capital of the Company be consolidated (“**Share Consolidation**”) into one (1) share of HK\$0.10 each (“**Consolidated Shares**”);
- (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation;
- (c) the par value of each of the then issued Consolidated Shares of the Company be and is hereby reduced from HK\$0.10 each to HK\$0.01 each (“**New Shares**”) by cancelling the capital paid-up thereon to the extent of HK\$0.09, such that the par value of each issued Consolidated Share be reduced from HK\$0.10 to HK\$0.01 (together with sub-paragraph (b) above are hereinafter referred to as “**Capital Reduction**”);
- (d) each of the then authorised but unissued Consolidated Shares of HK\$0.10 each be and is hereby sub-divided into ten (10) New Shares of HK\$0.01 each (“**Share Subdivision**”, together with the Share Consolidation and the Capital Reduction, “**Capital Reorganisation**”);

\* *For identification purposes only*

**NOTICE OF SGM**

- (e) the credits arising from the Capital Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (“**Contributed Surplus Account**”) and the directors of the Company (“**Directors**”) be and are hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the bye-laws of the Company and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company which may arise from time to time and/or paying dividend and/or making any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed; and
- (f) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reorganisation involving the Share Consolidation, the Capital Reduction and the Share Subdivision and to aggregate all fractional New Shares and sell them for the benefits of the Company.”

Yours faithfully  
On behalf of the Board  
**GET Holdings Limited**  
**Kuang Hao Kun Giovanni**  
*Chairman*

Hong Kong, 26 February 2015

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Room 1703, 17/F  
Harcourt House  
39 Gloucester Road  
Wanchai, Hong Kong

## NOTICE OF SGM

*Notes:*

1. The resolution to be proposed at the SGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the board of Directors (“**Board**”) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

*As at the date of this notice, the Board consists of two executive Directors, namely Mr. Kuang Hao Kun Giovanni and Mr. Xue Qiushi, and three independent non-executive Directors, namely Mr. Lam Kit Sun, Mr. Yip Chi Fai Stevens and Ms. Xiao Yiming.*

*This notice, 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 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 or this notice misleading.*

*This notice will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at [www.geth.com.hk](http://www.geth.com.hk).*