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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 OF SPECIAL GENERAL MEETING

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

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon: (i) The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in all the Rights Shares (as defined below) (in their nil-paid and fully-paid forms) by no later than the Prospectus Posting Date (as defined in the circular of the Company dated 22 April 2015 (“**Circular**”)); (ii) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date; (iii) the posting of the Prospectus Documents (as defined in the Circular) to the Qualifying Shareholders (as defined below) by no later than the Prospectus Posting Date; and (iv) the Underwriting Agreement (as defined in the Circular) not being terminated by the Underwriter (as defined in the Circular) pursuant to the terms thereof on or before the Latest Time for Termination (as defined in the Circular):

- (a) the Underwriting Agreement be and is hereby confirmed, approved and ratified;
- (b) the issue by way of rights (“**Rights Issue**”) of 586,237,461 New Shares (as defined in the Circular) (“**Rights Shares**”) to the shareholders (“**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company at the close of business on Thursday, 21 May 2015 (“**Record Date**”) (or such other date as may be agreed between the Company and the Underwriter) other than those shareholders whose registered addresses as shown on the register of members of the Company are in any place outside Hong Kong and whom the directors of the Company (“**Directors**”), based on the enquiry made by the Company, consider it is necessary or expedient not to offer the Rights Shares to such shareholders (“**Excluded Shareholders**”) on account either of the legal restrictions under the laws of the

* For identification purposes only

relevant place(s) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in those place(s), in the proportion of three Rights Shares for every one New Share then held on the Record Date at the subscription price of HK\$0.35 per Rights Share and otherwise on the terms and conditions set out in the Circular, a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, be and is hereby approved;

- (c) any one Director be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue provided that in the case of Excluded Shareholders, the Rights Shares shall not be allotted and issued to the Excluded Shareholders but shall be aggregated and issued to a nominee to be named by the Company and such Rights Shares shall be sold in the market as soon as practicable after dealings in Rights Shares in their nil-paid form commence and the proceeds of such sale (after deduction of expenses) of more than HK\$100 will be paid pro rata to the Excluded Shareholders and the Company shall retain any individual amount of HK\$100 or less;
- (d) any one Director be and is hereby authorised to make such other exclusions or other arrangements in relation to the Excluded Shareholders as he/she may deem necessary or expedient and generally to do such things or make such arrangements as he/she may think fit to effect the Rights Issue; and
- (e) any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue and the Underwriting Agreement or any transactions contemplated thereunder.”

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

Hong Kong, 22 April 2015

Registered office:
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2 Church Street
Hamilton HM 11
Bermuda

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of Business in Hong Kong:*
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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 on the “Latest Company Announcements” page for a minimum period of 7 days from the date of its publication and on the website of the Company at www.geth.com.hk.