

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 (the “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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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)

**(1) GRANT OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Thursday, 4 June 2015 is set out on pages 15 to 19 of this circular. A form of proxy for use by the shareholders at the annual 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 annual 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 annual 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 <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.

* 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. 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 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, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Thursday, 4 June 2015, the notice of which is set out on pages 15 to 19 of this circular
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“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
“Director(s)”	the director(s) of the Company from time to time
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution as set out in resolution numbered 5 in the notice convening the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	29 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution as set out in resolution numbered 4 in the notice convening the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Future Commission
“%”	per cent.

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. Yip Chi Fai Stevens

Ms. Xiao Yiming

Professor Chui Tsan Kit

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

4 May 2015

To the Shareholders

Dear Sir or Madam,

**(1) GRANT OF GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES;**

AND

(2) RE-ELECTION OF DIRECTORS

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; and (ii) the proposed re-election of Directors.

* *For identification purposes only*

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

The general mandates previously granted to the Directors to repurchase and issue Shares by the Shareholders at the annual general meeting of the Company held on 4 June 2014 will expire at the conclusion of the AGM. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the total nominal amount of the issued share capital of the Company on the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to HK\$195,412.48 (equivalent to 19,541,248 Shares)) assuming that the total number of Shares in issue remains the same at 195,412,487 Shares from the Latest Practicable Date up to the date of passing such resolution;
- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the total nominal amount of the issued share capital of the Company on the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to HK\$390,824.97 (equivalent to 39,082,497 Shares)) assuming that the total number of Shares in issue remains the same at 195,412,487 Shares from the Latest Practicable Date up to the date of passing such resolution; and
- (c) to extend the General Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the General Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages 15 to 19 of this circular. With reference to the Repurchase Mandate and the General Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-Law 84 of the Bye-Laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Mr. Xue Qiushi and Mr. Yip Chi Fai Stevens will retire and each of them, being eligible, will offer himself for re-election at the AGM.

LETTER FROM THE BOARD

Further, pursuant to Bye-Law 83(2) of the Bye-Laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Kuang Hao Kun Giovanni and Professor Chui Tsan Kit were appointed by the Board and shall retire at the AGM and each of them, being eligible, will offer himself for re-election at the AGM.

Further particulars of Mr. Kuang Hao Kun Giovanni, Mr. Xue Qiushi, Mr. Yip Chi Fai Stevens and Professor Chui Tsan Kit are set out in Appendix II to this circular.

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.

AGM

The notice of the AGM is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the grant of the Repurchase Mandate, the General Mandate, the Extension Mandate and the re-election of Directors. All resolutions at the AGM will be taken by poll in accordance with the requirements of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the grant of the Repurchase Mandate, the General Mandate, the Extension Mandate and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Directors proposed to be re-elected at the AGM) to this circular.

Your faithfully
By Order of the Board
GET Holdings Limited
Kuang Hao Kun Giovanni
Chairman

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Repurchase Mandate, on the basis of 195,412,487 Shares in issue as at the Latest Practicable Date and assuming that the issued share capital of the Company will not change prior to the AGM, would result in 19,541,248 Shares (representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of continuance and the Bye-Laws, the Companies Act, the laws of Bermuda and/or other applicable laws, as the case may be.

The Companies Act provides that a company may only repurchase its own shares out of capital paid up on its shares to be repurchased, or out of funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made by the company for the purpose of the repurchase. Any amount of premium payable on a repurchase over the par value of the shares may only be effected out of either funds of the company that would otherwise be available for dividend or distribution, or out of the company's share premium account. Further, such repurchase may not be made if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the company is, or after the repurchase would be, unable to pay its liabilities as they become due.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2014) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) has any present intention to sell any Shares to the Company, in the event that the Repurchase Mandate is approved at the AGM by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has he/she/it undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved at the AGM by the Shareholders.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, all the applicable laws of Bermuda, and the memorandum of continuance of the Company and the Bye-Laws.

7. TAKEOVERS CODE IMPLICATIONS

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases and such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or exercise consolidate control of a repurchasing company and thereby become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

The Directors are not aware of any Shareholder or a group of Shareholders acting in concert who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

8. GENERAL

In the six months preceding the Latest Practicable Date, the Company had not repurchased any Share on the Stock Exchange or otherwise.

9. SHARE PRICES

In each of the previous 12 months and up to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on GEM are as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	3.12	2.16
May	3.24	2.12
June	2.40	1.44
July	2.04	1.43
August	2.00	1.50
September	1.70	1.12
October	1.65	1.21
November	1.39	1.12
December	1.22	0.86
2015		
January	0.96	0.75
February	1.24	0.70
March	1.35	0.19
April (up to the Latest Practicable Date)	1.75	0.75

The following are the particulars of Mr. Kuang Hao Kun Giovanni, Mr. Xue Qiushi, Mr. Yip Chi Fai Stevens and Professor Chui Tsan Kit, all of whom will retire by rotation at the AGM and being eligible, will offer themselves for re-election.

EXECUTIVE DIRECTORS

(1) Mr. Kuang Hao Kun Giovanni (“Mr. Kuang”)

Mr. Kuang, aged 49, was appointed as an executive Director, compliance officer and the chairman of the Board of Directors of the Company since June 2014. He obtained a Bachelor Degree of Economics from LA Trob University in Australia and is a member of the CPA Australia. He was appointed as a director of the corporate development of the Company since October 2012 and is also the directors of some of the subsidiaries within the Group including but not limited to Jade Fore Group Limited (which holds 50.5% of the issued share capital of Apperience Corporation), Lucky Famous Limited and Citi Profit Holdings Limited. Mr. Kuang has over 20 years of experience in investor relations and equity capital markets.

In accordance with the letter of appointment made between Mr. Kuang and the Company, Mr. Kuang has been appointed for an initial term of three years commencing on 9 June 2014 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the constitutional documents of the Company. Mr. Kuang’s remuneration is HK\$1,195,467 per annum which was determined by the Board with reference to his duties and responsibilities within the Group, the Group’s performance and the prevailing market condition.

As at the Latest Practicable Date, save as disclosed above, Mr. Kuang did not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any other major appointments and qualifications; (iii) hold any other positions with the Company or other members of the Group; (iv) have any relationship with any other Director, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (v) have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Kuang that need to be brought to the attention of the shareholders of the Company.

(2) Mr. Xue Qiushi (“Mr. Xue”)

Mr. Xue, aged 30, has been appointed as an executive Director and the chief executive officer of the Company since July 2013. Mr. Xue is a co-founder and a director of Apperience Corporation (a non-wholly owned subsidiary of the Company) and has served as its director and president since March 2011. He is also the directors of Imidea Limited, Boom Max International Limited, Regent Art International Limited, IObit Limited and Both Talent International Limited, all being the subsidiaries of the Company. Prior to the founding of Apperience Corporation and its subsidiaries in 2011, Mr. Xue served as the president of 成都奧畢信息技術有限公司 (Chengdu AOBI Information Technology Co., Ltd.) from November 2008 to March 2011, where he was responsible for its business operations and research and development. Mr. Xue received his bachelor’s degree in computer science and technology from the University of Electronic Science and Technology of China (電子科技大學) in July 2007.

In accordance with the letter of appointment made between Mr. Xue and the Company, Mr. Xue has been appointed for a term of three years commencing from 5 July 2013 to 4 July 2016 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the constitutional documents of the Company. Mr. Xue’s remuneration is HK\$360,000 per annum which was determined by the Board with reference to his duties and responsibilities within the Group, the Group’s performance and the prevailing market condition.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xue did not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any other major appointments and qualifications; (iii) hold any other positions with the Company or other members of the Group; and (iv) have any relationship with any other Director, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Xue was deemed to be interested in 25,481,738 Shares/underlying Shares in the capacity as interest in his controlled corporation and interests deemed under sections 317 and 318 of the SFO. Among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares. Mr. Xue was also deemed to be interested in 3,882,391 shares in Apperience Corporation through his controlled corporation. Save as disclosed above, Mr. Xue was not interested in any other Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Xue that need to be brought to the attention of the shareholders of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS**(3) Mr. Yip Chi Fai Stevens (“Mr. Yip”)**

Mr. Yip, aged 45, has been appointed as an independent non-executive Director and the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Board since January 2014. He obtained the degree of Master of Business Administration from The Bernard M. Baruch College of The City University of New York in 1995 and a degree of Bachelor of Science with highest honours from The College of Staten Island of The City University of New York in 1992. Mr. Yip is proficient in investments in I.T. and software related industries and has extensive experience in corporate finance, specialising in capital strategy planning. In 2007, Mr. Yip founded an investment company which is principally engaged in the investments in both listed and non-listed companies in the Asia-Pacific region. Mr. Yip is also the director and a shareholder of a private company principally engaged in trading of electronic components and products. Mr. Yip has been a committee member of the 6th Committee of Meizhou City of Guangdong Province of The Chinese People’s Political Consultative Conference since his appointment in January 2012 and is the vice chairman of the 2nd Session of Board of Wanchai and Central & Western District Industries and Commerce Association. Mr. Yip is also a director of Phoenix Charitable Foundation Limited and the adviser to the North District, New Territories East Region of the Auxiliary Medical Service, Hong Kong Special Administrative Region Government of the PRC.

In accordance with the letter of appointment made between Mr. Yip and the Company, Mr. Yip has been appointed for a term of two years commencing on 2 January 2014 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the constitutional documents of the Company. Mr. Yip is entitled to a director’s fee of HK\$25,000 per quarter which was determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Yip did not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any other major appointments and qualifications; (iii) hold any other positions with the Company or other members of the Group; (iv) have any relationship with any other Director, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (v) have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Yip that need to be brought to the attention of the shareholders of the Company.

(4) Professor Chui Tsan Kit (“Professor Chui”)

Professor Chui, aged 46, has been appointed as an independent non-executive Director, the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Board since April 2015. He obtained a Postgraduate Diploma in Finance (with Distinction) from The Chinese University of Hong Kong, a Master of Business Administration Degree from The Chinese University of Hong Kong, a Master of Science Degree in Engineering (Electronic Commerce) from The University of Hong Kong, a Master of Science Degree in Investment Management from The Hong Kong University of Science and Technology and a Master of Laws Degree in Chinese Business Law from The Chinese University of Hong Kong. He is also a Certified Financial Consultant of The Institute of Financial Consultants and a Chartered Wealth Manager of the International Academy of Financial Management. He was an honorary assistant professor of the Department of Computer Science, Faculty of Engineering at The University of Hong Kong and an adjunct associate professor of the Department of Marketing, Faculty of Business Administration at The Chinese University of Hong Kong.

He was the director of Investment Services of ICBC International Holdings Limited, a wholly-owned subsidiary of Industrial and Commercial Bank of China Limited (Stock Code: 1398) whose shares are listed on the Main Board of the Stock Exchange from January 2010 to December 2010. Professor Chui was the Head of Warrant Marketing of Bank of China (HK) Ltd, a wholly-owned subsidiary of BOC Hong Kong (Holdings) Limited (Stock Code: 2388) whose shares are listed on the Main Board of the Stock Exchange from October 2007 to February 2009. He was also the Head of Wealth Management of China Galaxy International Financial Holdings Company Limited and the chief executive officer of China Galaxy International Wealth Management (Hong Kong) Co., Limited, both being wholly-owned subsidiaries of China Galaxy Securities Co., Ltd. whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 6881) from October 2012 to May 2014. From July 2005 to September 2007, Professor Chui was also the associate director of Retail Operations and the director of Investment Education of Sun Hung Kai Financial Limited, a subsidiary of Sun Hung Kai & Co. Limited (Stock Code: 86) whose shares are listed on the Main Board of the Stock Exchange.

Professor Chui is currently the chief strategic officer of Qilu International Holdings Ltd, a wholly-owned subsidiary of Qilu Securities Co., Ltd. (State-owned securities firm in China), and the managing director of Qilu International Wealth Management Ltd. He is also an independent non-executive director of GR Properties Limited (stock code: 108) whose shares are listed on the Main Board of the Stock Exchange. Professor Chui possesses the appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules.

In accordance with the letter of appointment made between Professor Chui and the Company, Professor Chui has been appointed for an initial term of two years commencing on 23 April 2015 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the constitutional documents of the Company. Professor Chui is

entitled to a director's fee of HK\$100,000 per annum which was determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Professor Chui did not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any other major appointments and qualifications; (iii) hold any other positions with the Company or other members of the Group; (iv) have any relationship with any other Director, senior management, substantial or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules) of the Company; and (v) have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Professor Chui that need to be brought to the attention of the shareholders 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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of GET Holdings Limited (the “Company”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Thursday, 4 June 2015 for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2014.
2.
 - (a) to re-elect Mr. Kuang Hao Kun Giovanni as an Executive Director;
 - (b) to re-elect Mr. Xue Qiushi as an Executive Director;
 - (c) to re-elect Mr. Yip Chi Fai Stevens as an Independent Non-executive Director;
 - (d) to re-elect Professor Chui Tsan Kit as an Independent Non-executive Director; and
 - (e) to authorise the board of directors of the Company (“Board”) to fix the directors’ remuneration.
3. To re-appoint RSM Nelson Wheeler as the auditors of the Company and to authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“Directors”) during the Relevant Period (as defined below) of all powers of the Company to purchase (or agree to purchase) its shares in the share capital of the Company (“Shares”, each a “Share”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), or any other stock exchange on which the

* For identification purposes only

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Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company under this resolution.”
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company (“**Shares**”, each a “**Share**”) and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as defined below); or (ii) the exercise of any option

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granted under any share option scheme or similar arrangements adopted by the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares, shall not exceed the aggregate of:

- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution;

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to resolution no. 5 above be and is hereby extended by the addition to the aggregate nominal amount of shares in the share capital of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution no. 4 above.”

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

4 May 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

Notes:

1. All resolutions at the AGM will be taken by poll pursuant to the 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 AGM 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 AGM. 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) 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 Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

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5. Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, 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 AGM, 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 AGM 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 comprises (i) two executive Directors, namely Mr. Kuang Hao Kun Giovanni, Mr. Xue Qiushi and (ii) three independent non-executive Directors, namely Mr. Yip Chi Fai Stevens, Ms. Xiao Yiming and Professor Chui Tsan Kit.

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 “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the website of the Company at www.geth.com.hk.